

# SECURITIES AND EXCHANGE COMMISSION

## FORM 3

Filing Date: **2013-01-09** | Period of Report: **2013-01-07**  
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### REPORTING OWNER

#### Heyse Richard

CIK: **1379629**

Type: **3** | Act: **34** | File No.: **001-31429** | Film No.: **13519644**

#### Mailing Address

259 PROSPECT PLAINS  
ROAD  
BUILDING G, P O BOX 8000  
CRANBURY NJ 08512-8000

### ISSUER

#### VALMONT INDUSTRIES INC

CIK: **102729** | IRS No.: **470351813** | State of Incorp.: **DE** | Fiscal Year End: **1207**  
SIC: **3440** Fabricated structural metal products

#### Mailing Address

P O BOX 358 - HIGHWAY 275 PO BOX 358  
VALLEY NE 68064-0358

#### Business Address

HWY 275  
VALLEY NE 68064  
4023592201

**FORM 3**

**UNITED STATES SECURITIES AND  
EXCHANGE COMMISSION**  
Washington, D.C. 20549

OMB APPROVAL	
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**INITIAL STATEMENT OF BENEFICIAL  
OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person <u>Heyse Richard</u> (Last) (First) (Middle) <u>ONE VALMONT PLAZA</u> (Street) <u>OMAHA, NE 68154</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>01/07/2013</u>	3. Issuer Name and Ticker or Trading Symbol <u>VALMONT INDUSTRIES INC [VMI]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <u>Executive Vice President</u>	5. If Amendment, Date Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

**Signatures**

/s/ Richard Heyse, by R. Andrew Massey, attorney-in-fact  
 \*\* Signature of Reporting Person

01/08/2013  
 Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**

POWER OF ATTORNEY FOR EXECUTING FORMS 3, 4 AND 5

The undersigned hereby constitutes and appoints Todd G. Atkinson, Executive Vice President, Vanessa K. Brown, Vice President, HR and R. Andrew Massey, Corporate Attorney, and each of them signing singly, my true and lawful attorney-in-fact to:

1. execute for and on behalf of the undersigned, in the undersigned' s capacity as an employee of Valmont Industries, Inc. (the "Company"), Statements of Beneficial Ownership on Forms 3, 4 and 5, and in accordance with Section 16(a) of the Securities and Exchange Act of 1934 and the rules thereunder;
2. do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete the execution of any such Statements of Beneficial Ownership and the timely filing of such form with the U.S. Securities and Exchange Commission and any other authority; and
3. take any other action of any type whatsoever in connection with the foregoing that, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in his discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary and proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as such attorney-in-fact might or could do if personally present, with full power of substitutions, or revocation, hereby ratifying and confirming all that such attorney-in-fact, or his or her substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that each such attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming any of the undersigned' s responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned' s holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 8<sup>th</sup> day of January 2013.

Signed: /s/ Richard Heyse  
Print Name: Richard Heyse

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