

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-14** | Period of Report: **2013-01-10**
SEC Accession No. [0000897101-13-000070](#)

([HTML Version](#) on [secdatabase.com](#))

REPORTING OWNER

Hendrickson Gary E

CIK: **1331749**

Type: **4** | Act: **34** | File No.: **001-03011** | Film No.: **13529024**

Mailing Address

*1101 THIRD STREET SOUTH
MINNEAPOLIS MN 55415*

ISSUER

VALSPAR CORP

CIK: **102741** | IRS No.: **362443580** | State of Incorporation: **DE** | Fiscal Year End: **1031**
SIC: **2851** Paints, varnishes, lacquers, enamels & allied prods

Mailing Address

*P.O. BOX 1461
MINNEAPOLIS MN 55440*

Business Address

*901 3RD AVENUE SOUTH
MINNEAPOLIS MN 55402
612-851-7000*

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: 02/28/2011
Estimated average burden hours per response 0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 Hendrickson Gary E			2. Issuer Name and Ticker or Trading Symbol VALSPAR CORP [VAL]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chairman, President and CEO		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/10/2013					
P. O. BOX 1461			4. 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		
(Street) MINNEAPOLIS, MN 55440								
(City)	(State)	(Zip)						

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D) Price			
common stock	01/10/2013		A		14,738	A \$63.61	198,456	D	
common stock							12,534	I	Trust
common stock							8,709	I	Trust
common stock							8,297	I	Trust
common stock							11,338	I	Savings and Retirement Plan (L)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
cash-settled	(2)	01/10/2013		A		14,738		(3)	(3)	common stock	14,738	\$ 0	14,738	D	

restricted stock units														
cash-settled restricted stock units	(2)	01/10/2013		A	15,868	(4)	(4)	common stock	15,868	\$ 0	15,868	D		

Explanation of Responses:

1. vested shares in Valspar Savings and Retirement Plan as of allocation date 10/26/12
2. 1-for-1
3. the cash-settled restricted stock units will vest on 1/11/2016 and shall be paid in cash
4. the cash-settled restricted stock units will vest on 1/10/2017 and shall be paid in cash

Signatures

/s/ Linda Colman, by Power of Attorney

** Signature of Reporting Person

01/14/2013

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.