

VALMONT INDUSTRIES INC
Form 4
April 24, 2007

FORM 4

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

OMB APPROVAL

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

STATEMENT OF CHANGES IN 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

(Print or Type Responses)

1. Name and Address of Reporting Person *
BRANSCOMBE STEVEN G

2. Issuer Name and Ticker or Trading Symbol
VALMONT INDUSTRIES INC [VMI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1541 S. 108TH ST.
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
04/23/2007

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP InformationTechnology

OMAHA, NE 68144

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| | | | | (A) or (D) Code V Amount Price | | | |
| Common Stock | 04/23/2007 | | M | 2,000 A \$ 13.91 | 10,905 | D | |
| Common Stock | 04/23/2007 | | F | 423 D \$ 65.63 | 10,482 | D | |
| Common Stock | 04/23/2007 | | F | 495 D \$ 65.63 | 9,987 | D | |
| Common Stock | 04/23/2007 | | M | 5,500 A \$ 23.46 | 15,487 | D | |
| Common Stock | 04/23/2007 | | F | 1,966 D \$ 65.63 | 13,521 | D | |

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|--------------|------------|---|-------|---|----------|--------|---|--------------------|
| Common Stock | 04/23/2007 | F | 1,111 | D | \$ 65.63 | 12,410 | D | |
| Common Stock | | | | | | 967 | I | by Managed Account |

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

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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 (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|--------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|
| Non-Qualified Stock Option (right to buy) | \$ 13.91 | 04/23/2007 | | M | 2,000 | 12/16/2002 ⁽¹⁾ 12/15/2011 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 23.46 | 04/23/2007 | | M | 5,500 | 12/14/2004 ⁽²⁾ 12/14/2013 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|-------------------------------------------------------------|---------------------------------------------------------|
| BRANSCOMBE STEVEN G 1541 S. 108TH ST. OMAHA, NE 68144 | Director 10% Owner Officer VP Information Technology |

Signatures

By: Terry J. McClain For: Steven Branscombe 04/24/2007

**Signature of Reporting Person Date

Explanation of Responses:

* 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).

(1) Options become exercisable in three annual increments of 2,000 each commencing on 12/16/02.

(2) Options become exercisable in three annual increments - two increments of 1,833 and one increment of 1,834 commencing on 12/14/04.

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

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