

VALSPAR CORP  
Form 4  
October 20, 2005

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
ENGH ROLF

(Last) (First) (Middle)  
1101 THIRD ST SOUTH  
(Street)

MINNEAPOLIS, MN 55415

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
VALSPAR CORP [VAL]

3. Date of Earliest Transaction (Month/Day/Year)  
10/19/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Executive VP, Secretary

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

**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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| common stock                    |                                      |  |                                | (A) or (D) Price  | 88,576 <sup>(1)</sup>   | D  |  |
| common stock                    |                                      |  |                                | (A) or (D) Price  | 11,556 <sup>(1)</sup>   | I  | 401(k) <sup>(2)</sup>                      |

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

**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 control number.**

SEC 1474 (9-02)

Edgar Filing: VALSPAR CORP - Form 4

**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 Underlying Securities (Instr. 3 and 4) |              |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount or Number of Shares |
| stock option (right to buy)                | \$ 14.1563<br>(3)                                      |                                      |  |                                |   | 01/02/1998   | 01/02/2007  | common stock | 12,400<br>(3)              |
| stock option (right to buy)                | \$ 15.625<br>(3)                                       |                                      |  |                                |   | 01/08/1999   | 01/08/2008  | common stock | 30,000<br>(3)              |
| stock option (right to buy)                | \$ 17.5<br>(3)   |                                      |  |                                |   | 12/16/1999   | 12/16/2008  | common stock | 35,000<br>(3)              |
| stock option (right to buy)                | \$ 20.125<br>(3)                                       |                                      |  |                                |   | 12/15/2000   | 12/15/2009  | common stock | 48,000<br>(3)              |
| stock option (right to buy)                | \$ 11.82<br>(3)  |                                      |  |                                |   | 10/18/2000   | 10/18/2010  | common stock | 76,118<br>(3)              |
| stock option (right to buy)                | \$ 14.96<br>(3)  |                                      |  |                                |   | 12/12/2001   | 12/12/2010  | common stock | 49,000<br>(3)              |
| stock option (right to buy)                | \$ 16.8<br>(3)   |                                      |  |                                |   | 10/17/2002   | 10/17/2011  | common stock | 57,000<br>(3)              |
| stock option (right to buy)                | \$ 20.65<br>(3)  |                                      |  |                                |   | 10/16/2003   | 10/16/2012  | common stock | 32,000<br>(3)              |
|  |  |                                      |  |                                |   | 10/15/2004   | 10/15/2013  |              |                            |

|                             |                 |            |  |   |            |            |              |               |
|-----------------------------|-----------------|------------|--|---|------------|------------|--------------|---------------|
| stock option (right to buy) | \$ 23.94<br>(3) |            |  |   |            |            | common stock | 32,000<br>(3) |
| stock option (right to buy) | \$ 23.34<br>(3) |            |  |   | 10/13/2005 | 10/13/2014 | common stock | 32,000<br>(3) |
| stock option (right to buy) | \$ 21.57<br>(4) | 10/19/2005 |  | A |            |            | common stock | 30,000<br>(4) |

## Reporting Owners

| Reporting Owner Name / Address                            | Relationships |           |                         |       |
|---|---------------|-----------|-------------------------|-------|
|   | Director      | 10% Owner | Officer                 | Other |
| ENGH ROLF<br>1101 THIRD ST SOUTH<br>MINNEAPOLIS, MN 55415 |               |           | Executive VP, Secretary |       |

## Signatures

/s/ Linda Colman, by Power of Attorney  
10/20/2005

\_\_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) On September 23, 2005 the common stock of The Valspar Corporation split 2-for-1 and ownership is being adjusted to reflect the split
- (2) Vested shares in Valspar ESOP 401(k) plan as of allocation date 10/29/04 being adjusted to reflect the 2 for-1 split on September 23, 2005
- (3) This option was previously reported covering this grant and is being adjusted to reflect the 2-for-1 split on September 23, 2005
- (4) stock option grant, vests in one-thirds starting one year from grant date

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.  
Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.