TREINEN MARK

Form 4 April 26, 2006

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations may continue. See Instruction 1(b).

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)

(Last)

1. Name and Address of Reporting Person * TREINEN MARK

(First)

13405 EAGLE RUN DRIVE

(Middle)

2. Issuer Name and Ticker or Trading Symbol

VALMONT INDUSTRIES INC

[VMI]

3. Date of Earliest Transaction

(Month/Day/Year) 04/24/2006

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

OMB

Number:

Expires:

response...

Estimated average

burden hours per

OMB APPROVAL

3235-0287

January 31,

2005

0.5

Issuer

(Check all applicable)

Director 10% Owner X_ Officer (give title _ _ Other (specify below)

V.P. - Business Dev.

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

OMAHA, NE 68164

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	Secur	ities Acqui	ired, Disposed of	, or Beneficial	ly 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. Securit cor Dispos (Instr. 3,	ed of	` ′	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)
Common Stock	04/24/2006		Code V M	Amount 1,485	(D)	Price \$ 21.78	· ·	D	
Common Stock	04/24/2006		M	2,515	A	\$ 21.78	47,709	D	
Common Stock	04/24/2006		M	4,000	A	\$ 15.875	51,709	D	
Common Stock	04/24/2006		M	10,000	A	\$ 19.97	61,709	D	
Common Stock	04/24/2006		M	6,000	A	\$ 21.88	67,709	D	

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Common Stock	04/24/2006	M	10,000	A	\$ 13.91	77,709	D	
Common Stock	04/24/2006	M	5,000	A	\$ 16.688	82,709	D	
Common Stock	04/24/2006	F	22,480	D	\$ 53.01	60,229	D	
Common Stock						16,587	I	by Managed Account

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

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SEC 1474 (9-02)

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. 5. Number of TransactionDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amou Underlying Secur (Instr. 3 and 4)		
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am or Nu of S
Non-Qualified Stock Option (right to buy)	\$ 13.91	04/24/2006		M		10,000	12/16/2002	12/15/2011	Common Stock	10
Non-Qualified Stock Option (right to buy)	\$ 15.875	04/24/2006		M		4,000	12/14/1999	12/13/2008	Common Stock	4,
Non-Qualified Stock Option (right to buy)	\$ 16.688	04/24/2006		M		5,000	12/13/2000	12/12/2009	Common Stock	5,
Non-Qualified Stock Option (right to buy)	\$ 19.97	04/24/2006		M		10,000	12/11/2001	12/10/2010	Common Stock	10
Non-Qualified Stock Option (right to buy)	\$ 21.78	04/24/2006		M		1,485	12/08/1998	12/07/2007	Common Stock	1,
	\$ 21.78	04/24/2006		M		2,515	12/08/1998	12/07/2007		2,

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Non-Qualified Stock Option (right to buy)							Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 21.88	04/24/2006	М	6,000	12/15/2003	12/14/2012	Common Stock	6,

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

TREINEN MARK

13405 EAGLE RUN DRIVE V.P. - Business Dev.

OMAHA, NE 68164

Signatures

Terry J. McClain for Mark E.

Treinen 04/26/2006

**Signature of Reporting Person Date

Explanation of Responses:

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

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.

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