Muehlbauer James L Form 4 March 13, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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

obligations

may continue.

See Instruction

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(b).

1. Name and Address of Reporting Person _ Muehlbauer James L			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
			VALSPAR CORP [VAL]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			
			(Month/Day/Year)	Director 10% Owner		
P. O. BOX 1461 (Street)			03/11/2013	_X_ Officer (give title Other (specif		
				below) below)		
				EVP and CFO		
			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		

Filed(Month/Day/Year)

MINNEAPOLIS, MN 55440

(City)	(State)	(Zip) Tab	le I - Non-E	Derivative	Secui	rities Acq	quired, Disposed o	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. Transactic Code (Instr. 8)	4. Securi on(A) or D (Instr. 3,	ispose 4 and (A) or	d of (D)	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	03/11/2013		A	9,531	A	\$ 62.95	9,531	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Applicable Line)

Person

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

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

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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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amou of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
stock opt (right to buy)	\$ 62.95	03/11/2013		A	24,947	03/11/2014(2)	03/11/2023	common stock	24,9
stock opt (right to buy)	\$ 62.95	03/11/2013		A	74,113	03/11/2014(3)	03/11/2023	common stock	74,
cash-settl restricted stock uni	<u>(4)</u>	03/11/2013		A	3,743	<u>(5)</u>	<u>(5)</u>	common stock	3,7

EVP and CFO

Reporting Owners

Reporting Owner Name / Address	Relationships						
1 8	Director	10% Owner	Officer	Other			
Muehlbauer James L							

P. O. BOX 1461 MINNEAPOLIS, MN 55440

Signatures

/s/ Linda Colman, by Power of Attorney 03/13/2013

**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) stock option grant
- (2) stock option grant, vests in thirds starting one year from grant date
- (3) stock option grant, vests in 25% increments starting one year from grant date
- (4) 1-for-1
- (5) the cash-settled restricted stock units will vest on 3/10/2017 and shall be paid in cash

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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