

VALSPAR CORP
Form 3
March 19, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â HECKES HOWARD C | | (Month/Day/Year) | VALSPAR CORP [VAL] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| P.O. BOX 1461 | | | | |
| (Street) | | | (Check all applicable) | |
| MINNEAPOLIS,Â MNÂ 55440 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | Executive Vice President | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| common stock | 47,107 | D | Â |
| common stock | 1,973 | I | Savings and Retirement Plan ⁽¹⁾ |

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

SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|---|---|---|
|--|--|---|---|---|---|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|-------------------------------------|---------------------------|---------------------------|--------------|----------------------------|-------------------|---------------------------------------|---|
| stock option (right to buy) | 10/21/2010 ⁽²⁾ | 10/21/2019 ⁽²⁾ | common stock | 50,000 | \$ 26.37 | D | Â |
| stock option (right to buy) | 10/13/2011 ⁽²⁾ | 10/13/2020 ⁽²⁾ | common stock | 31,500 | \$ 31.57 | D | Â |
| stock option (right to buy) | 10/05/2012 ⁽²⁾ | 10/05/2021 ⁽²⁾ | common stock | 42,000 | \$ 32.34 | D | Â |
| stock option (right to buy) | 10/03/2013 ⁽²⁾ | 10/03/2022 ⁽²⁾ | common stock | 24,100 | \$ 57.47 | D | Â |
| stock option (right to buy) | 10/02/2014 ⁽²⁾ | 10/02/2023 ⁽²⁾ | common stock | 19,480 | \$ 64.78 | D | Â |
| stock option (right to buy) | 10/01/2015 ⁽²⁾ | 10/01/2024 ⁽²⁾ | common stock | 14,380 | \$ 76.85 | D | Â |
| cash-settled restricted stock unit | Â ⁽⁴⁾ | Â ⁽⁴⁾ | common stock | 21,030 | \$ ⁽³⁾ | D | Â |
| cash-settled restricted stock units | Â ⁽⁵⁾ | Â ⁽⁵⁾ | common stock | 3,439 | \$ ⁽³⁾ | D | Â |
| cash-settled restricted stock units | Â ⁽⁶⁾ | Â ⁽⁶⁾ | common stock | 3,144 | \$ ⁽³⁾ | D | Â |
| cash-settled restricted stock units | Â ⁽⁷⁾ | Â ⁽⁷⁾ | common stock | 3,174 | \$ ⁽³⁾ | D | Â |
| restricted stock units | Â ⁽⁹⁾ | Â ⁽⁹⁾ | common stock | 2,889 | \$ ⁽⁸⁾ | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| HECKES HOWARD C P.O. BOX 1461 MINNEAPOLIS, MN 55440 | Â | Â | Â Executive Vice President | Â |

Signatures

/s/ Linda Colman, by Power of Attorney
03/19/2015

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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).

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- (1) Vested shares in Valspar Savings and Retirement Plan as of allocation date 2/18/15
- (2) stock option grant vests in one-third increments, starting one year from grant date
- (3) 1-for-1
- (4) the cash-settled restricted stock units will vest on 6/06/2015 and shall be paid in cash
- (5) the cash-settled restricted stock units vest on 1/11/2016 and shall be paid in cash
- (6) the cash-settled restricted stock units will vest on 1/10/2017 and shall be paid in cash
- (7) the cash-settled restricted stock units will vest on 1/09/2018 and shall be paid in cash
- (8) Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock.
- (9) The restricted stock units will vest on 1-08-2018 and shall be paid in shares of the Issuer's common stock.

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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