VALSPAR CORP

Form 4 June 26, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL OMB

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SECURITIES obligations

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

1(b).

(Print or Type Responses)

may continue.

See Instruction

	Address of Reporting HOWARD C	g Person *	2. Issuer Name Symbol VALSPAR C	and Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First)	(Middle)	3. Date of Earlies	. ,	(Check all applicable)				
P.O. BOX 1461			(Month/Day/Yea 06/24/2015	r)	X_ Officer (give below)		['])		
(Street) MINNEAPOLIS, MN 55440			4. If Amendment	, Date Original	6. Individual or Joint/Group Filing(Check				
			Filed(Month/Day/	Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State)	(Zip)	Table I - No	on-Derivative Securities Acq	uired, Disposed of	f, or Benef	icially Owned		
1.Title of	2. Transaction Date	2A. Deeme	d 3.	4. Securities Acquired (A)	5. Amount of	6.	7. Nature o		

` •	` '	` '' la	bie i - Non	-Derivau	ve Sec	turiues Acqu	nrea, Disposea o	i, or Benefici	any Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)		sed of	` ´	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	(A) or Amount (D) Price		Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)			
common stock	06/24/2015		M	8,000	A	\$ 19.76	55,107	D		
common stock	06/24/2015		S	8,000	D	\$ 84.8208	47,107	D		
common stock							1,973 <u>(1)</u>	I	Savings and Retirement Plan	

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

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displays a currently valid OMB control number.

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 Transaction Derivative 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 Amount of Underlying Securities (Instr. 3 and 4)		8. D Se (I	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
stock option (right to buy)	\$ 19.76	06/24/2015		M		8,000	10/13/2009	10/13/2018	common stock	8,000	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

HECKES HOWARD C P.O. BOX 1461 MINNEAPOLIS, MN 55440

Executive Vice President

Signatures

/s/ Linda Colman, by Power of Attorney

06/26/2015

**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) Vested shares in Valspar Savings and Retirement Plan as of allocation date 2/18/15

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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