

DAUGHERTY ROBERT B
Form 4
January 30, 2009

FORM 4

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

OMB APPROVAL

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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 *
DAUGHERTY ROBERT B

2. Issuer Name and Ticker or Trading Symbol
VALMONT INDUSTRIES INC [VMI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
400 NORTH ELMWOOD ROAD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/30/2009

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

OMAHA, NE 68132

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

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

(City) (State) (Zip)

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 Beneficial Ownership (Instr. 4)
				(A) or (D) Code V Amount Price			
Common Stock	07/21/2008		G	V 1,000,000 D \$ 0	5,123,568	I	by Trust (1)
Common Stock	01/30/2009		M	4,000 A \$ 19.563	5,127,568	I	by Trust (1)
Common Stock	01/30/2009		M	4,000 A \$ 16.625	5,131,568	I	by Trust (1)
Common Stock	01/30/2009		M	4,000 A \$ 14.87	5,135,568	I	by Trust (1)
Common Stock	01/30/2009		M	4,000 A \$ 19.73	5,139,568	I	by Trust (1)

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Common Stock 01/30/2009 M 4,000 A \$ 19.75 5,143,568 I by Trust (1)

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

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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 Security (Instr. 3 and 4)	8. Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 14.87	01/30/2009		M	4,000	04/26/2002 04/26/2011	Common Stock	4,000
Non-Qualified Stock Option (right to buy)	\$ 16.625	01/30/2009		M	4,000	04/26/2000 04/26/2009	Common Stock	4,000
Non-Qualified Stock Option (right to buy)	\$ 19.563	01/30/2009		M	4,000	04/26/2001 04/26/2010	Common Stock	4,000
Non-Qualified Stock Option (right to buy)	\$ 19.73	01/30/2009		M	4,000	04/29/2003 04/29/2012	Common Stock	4,000
Non-Qualified Stock Option (right to buy)	\$ 19.75	01/30/2009		M	4,000	04/28/2004 04/28/2013	Common Stock	4,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DAUGHERTY ROBERT B 400 NORTH ELMWOOD ROAD		X		

OMAHA, NE 68132

Signatures

By: Terry J. McClain For: Robert B.
Daugherty

01/30/2009

 **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) Held directly through controlled trust.

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.