

VALSPAR CORP  
Form 4  
June 05, 2017

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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**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 \*  
Hendrickson Gary E

(Last) (First) (Middle)  
P. O. BOX 1461  
(Street)  
MINNEAPOLIS, MN 55440

2. Issuer Name and Ticker or Trading Symbol  
VALSPAR CORP [VAL]

3. Date of Earliest Transaction (Month/Day/Year)  
06/01/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chairman, President and CEO

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

**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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/30/2017		G		9,456	D	\$ 0
Common Stock	03/30/2017		G		1,642	D	\$ 0
Common Stock	03/30/2017		G		35,739	D	\$ 0
Common Stock	03/30/2017		G		33,042	A	\$ 0
Common Stock	04/26/2017		G		23,773	D	\$ 0

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Common Stock	04/26/2017	G	23,773	A	\$ 0	128,739	D	
Common Stock	06/01/2017	A <sup>(1)</sup>	73,105	A	0	201,884	D	
Common Stock	06/01/2017	D	201,884	D	\$ 113	0	D	
Common Stock	06/01/2017	D	15,001	D	\$ 113	0	I	Trust
Common Stock	06/01/2017	D	51,102	D	\$ 113	0	I	Trust
Common Stock	06/01/2017	D	12,420 <sup>(2)</sup>	D	\$ 113	0	I	Savings and Retirement and Plan

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. 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 Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Stock Options (right to buy)	\$ 22.68	06/01/2017		D <sup>(3)</sup>	25,000	<u>(4)</u>	02/27/2018	Common Stock	25,000
Stock Options (right to buy)	\$ 18.01	06/01/2017		D <sup>(3)</sup>	101,000	<u>(4)</u>	10/15/2018	Common Stock	101,000
Stock Options (right to buy)	\$ 26.37	06/01/2017		D <sup>(3)</sup>	151,000	<u>(4)</u>	10/21/2019	Common Stock	151,000
Stock Options	\$ 31.57	06/01/2017		D <sup>(3)</sup>	94,500	<u>(4)</u>	10/13/2020	Common Stock	94,500

(right to buy)									
Stock Options (right to buy)	\$ 32.34	06/01/2017	D <sup>(3)</sup>	180,500	<u>(4)</u>	10/05/2021	Common Stock	180,500	
Stock Options (right to buy)	\$ 57.47	06/01/2017	D <sup>(3)</sup>	121,610	<u>(4)</u>	10/03/2022	Common Stock	121,610	
Stock Options (right to buy)	\$ 64.78	06/01/2017	D <sup>(3)</sup>	101,730	<u>(4)</u>	10/02/2023	Common Stock	101,730	
Stock Options (right to buy)	\$ 76.85	06/01/2017	D <sup>(3)</sup>	82,670	<u>(4)</u>	10/01/2024	Common Stock	82,670	
Stock Options (right to buy)	\$ 71.88	06/01/2017	D <sup>(3)</sup>	140,630	<u>(4)</u>	09/30/2025	Common Stock	140,630	
Restricted Stock Units	\$ 0	06/01/2017	D <sup>(5)</sup>	165,484	<u>(5)</u>	<u>(5)</u>	Common Stock	165,484	
Restricted Stock Units	\$ 0	06/01/2017	D <sup>(6)</sup>	58,163	<u>(6)</u>	<u>(6)</u>	Common Stock	58,163	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hendrickson Gary E P. O. BOX 1461 MINNEAPOLIS, MN 55440	X		Chairman, President and CEO	

## Signatures

/s/ Timothy Beastrom, by Power of Attorney  
06/05/2017

        \*\*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).

Vesting of PSUs upon effectiveness of the merger contemplated by that certain Agreement and Plan of Merger (the "Merger Agreement")

(1) by and between The Valspar Corporation, The Sherwin-Williams Company ("Sherwin-Williams") and Viking Merger Sub Inc., a wholly owned subsidiary of Sherwin-Williams.

(2) Includes 123 shares vested in the Valspar Savings and Retirement Plan from 10/29/2016 through 6/1/2017.

(3) Pursuant to the Merger Agreement, each outstanding option was canceled in exchange for a cash payment equal to the product of (i) the number of shares subject to such option and (ii) the excess of \$113.00 over the exercise price of the option.

All of such options are fully vested, except the options at an exercise price of \$76.85, which vest in equal annual installments on October

(4) 1, 2015, 2016 and 2017 and the options at an exercise price of \$71.88, which vest in equal annual installments on September 30, 2016, 2017 and 2018.

RSUs were to be paid out upon vesting. Pursuant to the Merger Agreement, each outstanding RSU was canceled in exchange for a cash

(5) payment equal to the product of (i) the number of shares subject to such RSU and (ii) \$113.00. Vesting dates range from January 8, 2018 to January 14, 2019.

Restricted stock unit award granted on 9/27/2016, which is after the date of the Merger Agreement. RSUs were to be paid out upon

(6) vesting on 9/27/2019. This award will be converted into an equivalent award relating to shares of Sherwin-Williams common stock on the terms set forth in the Merger Agreement.

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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