

Hendrickson Gary E
 Form 4
 May 22, 2013

FORM 4

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

OMB APPROVAL

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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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 P. O. BOX 1461

3. Date of Earliest Transaction (Month/Day/Year)
 05/21/2013

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

(Street)

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

MINNEAPOLIS, MN 55440

(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)
			Code	V	Amount	(A) or (D)	Price
common stock	05/21/2013		M		20,000	A	\$ 23.34
common stock	05/21/2013		S		20,000	D	\$ 73.5
common stock	05/21/2013		M		25,000	A	\$ 21.57
common stock	05/21/2013		S		25,000	D	\$ 73.5
common stock	05/21/2013		M		71,865	A	\$ 27.83

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common stock	05/21/2013	S	71,865	D	\$ 73.75	198,456	D	
common stock						12,534	I	trust
common stock						8,709	I	trust
common stock						8,297	I	trust
common stock						11,338	I	Savings and Retirement Plan ⁽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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares
stock option (right to buy)	\$ 23.34	05/21/2013		M	20,000	10/13/2005 10/13/2014	common stock	20,000
stock option (right to buy)	\$ 21.57	05/21/2013		M	25,000	10/19/2006 10/19/2015	common stock	25,000
stock option (right to buy)	\$ 27.83	05/21/2013		M	71,865	04/19/2011 04/19/2016	common stock	71,865

