

TREINEN MARK
Form 4
November 28, 2006

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
TREINEN MARK

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)

13405 EAGLE RUN DRIVE

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/27/2006

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
V.P.-Business Dev.

OMAHA, NE 68164

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
			Code	V Amount (A) or (D) Price			
Common Stock	11/27/2006		M	7,846 A \$ 24.67	66,575	D	
Common Stock	11/27/2006		F	3,309 D \$ 58.48	63,266	D	
Common Stock	11/27/2006		F	1,880 D \$ 58.48	61,386	D	
Common Stock	11/27/2006		M	4,000 A \$ 23.46	65,386	D	
Common Stock	11/27/2006		F	1,604 D \$ 58.48	63,782	D	

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Common Stock	11/27/2006	F	992	D	\$ 58.48	62,790	D	
Common Stock	11/27/2006	M	2,000	A	\$ 24.78	64,790	D	
Common Stock	11/27/2006	F	847	D	\$ 58.48	63,943	D	
Common Stock	11/27/2006	F	477	D	\$ 58.48	63,466	D	
Common Stock						16,649	I	by Managed Account

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

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(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 Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 23.46	11/27/2006		M		4,000		12/14/2004	12/14/2013	Common Stock	4,000
Non-Qualified Stock Option (right to buy)	\$ 24.67	11/27/2006		M		7,846		03/04/2003	12/12/2009	Common Stock	7,846
Non-Qualified Stock Option (right to buy)	\$ 24.78	11/27/2006		M		2,000		12/19/2005	12/19/2014	Common Stock	2,000

Reporting Owners

Reporting Owner Name / Address	Relationships
Reporting Owners	

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Director 10% Owner Officer Other

TREINEN MARK
13405 EAGLE RUN DRIVE
OMAHA, NE 68164

V.P.-Business Dev.

Signatures

By: Terry J. McClain For: Mark E.
Treinen

11/28/2006

__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).

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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