

VALMONT INDUSTRIES INC

Form 4

May 03, 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 *
ASHFORD ANN

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)
7926 SHIRLEY STREET
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
05/01/2006

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
Vice President-Corporate HR

OMAHA, NE 68124

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 Ownership Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock	05/01/2006		M		1,700	A	\$ 17.282	8,324 D
Common Stock	05/01/2006		F		362	D	\$ 53.52	7,962 D
Common Stock	05/01/2006		M		6,000	A	\$ 19.97	13,962 D
Common Stock	05/01/2006		F		1,182	D	\$ 53.52	12,780 D
Common Stock	05/01/2006		M		6,000	A	\$ 13.91	18,780 D

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Common Stock	05/01/2006	F	1,396	D	\$ 53.52	17,384	D	
Common Stock	05/01/2006	M	5,500	A	\$ 21.88	22,884	D	
Common Stock	05/01/2006	F	1,022	D	\$ 53.52	21,862	D	
Common Stock	05/01/2006	M	3,667	A	\$ 23.46	25,529	D	
Common Stock	05/01/2006	F	647	D	\$ 53.52	24,882	D	
Common Stock	05/01/2006	S	8,890	D	\$ 55.11	15,992	D	
Common Stock	05/01/2006	M	2,000	A	\$ 24.78	17,992	D	
Common Stock	05/01/2006	F	337	D	\$ 53.52	17,655	D	
Common Stock						75	I	by Daughter
Common Stock						43	I	by Managed Account
Common Stock						200	I	by Son

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)	8. Date Exercisable	9. Expiration Date	10. Title	11. Amount or Number of Shares
				Code	V (A) (D)						

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Non-Qualified Stock Option (right to buy)	\$ 13.91	05/01/2006	M	6,000	12/15/2002	12/15/2011	Common Stock	6,0
Non-Qualified Stock Option (right to buy)	\$ 17.282	05/01/2006	M	1,700	12/06/2000	12/05/2009	Common Stock	1,7
Non-Qualified Stock Option (right to buy)	\$ 19.97	05/01/2006	M	6,000	12/11/2001	12/10/2010	Common Stock	6,0
Non-Qualified Stock Option (right to buy)	\$ 21.88	05/01/2006	M	5,500	12/14/2003	12/14/2012	Common Stock	5,5
Non-Qualified Stock Option (right to buy)	\$ 23.46	05/01/2006	M	3,667	12/14/2004	12/14/2013	Common Stock	3,6
Non-Qualified Stock Option (right to buy)	\$ 24.78	05/01/2006	M	2,000	12/19/2005	12/19/2014	Common Stock	2,0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ASHFORD ANN 7926 SHIRLEY STREET OMAHA, NE 68124			Vice President-Corporate HR	

Signatures

By: Terry J. McClain For: Ann
Ashford 05/02/2006

__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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