

TREINEN MARK
Form 4
November 28, 2006

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 *
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
 Officer (give title below) _____ Other (specify 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)
 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 (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| | | | | (A) or (D) Code V Amount (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) | 8. 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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