

VALSPAR CORP
Form 4
October 20, 2005

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

(Last) (First) (Middle)
1101 THIRD STREET SOUTH
(Street)

MINNEAPOLIS, MN 55415

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
10/19/2005

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)
Senior VP

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 Ownership (Instr. 4)
common stock				(A) or (D) Price	23,056 ⁽¹⁾	D	
common stock				(A) or (D) Price	7,872 ⁽¹⁾	I	401(k) ⁽²⁾

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

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SEC 1474 (9-02)

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
stock option (right to buy)	\$ 15.625 (3)					01/08/1999 01/08/2008	common stock 3,200 (3)
stock option (right to buy)	\$ 17.5 (3)					12/16/1999 12/16/2008	common stock 5,600 (3)
stock option (right to buy)	\$ 20.125 (3)					12/15/2000 12/15/2009	common stock 9,000 (3)
stock option (right to buy)	\$ 11.82 (3)					10/18/2000 10/18/2010	common stock 42,332 (3)
stock option (right to buy)	\$ 16.8 (3)					10/17/2002 10/17/2011	common stock 30,000 (3)
stock option (right to buy)	\$ 20.65 (3)					10/16/2003 10/16/2012	common stock 25,000 (3)
stock option (right to buy)	\$ 22.1 (3)					01/09/2004 01/09/2013	common stock 27,200 (3)
stock option (right to buy)	\$ 23.94 (3)					10/15/2004 10/15/2013	common stock 20,000 (3)
						10/13/2005 10/13/2014	

