

VALMONT INDUSTRIES INC
Form 4
May 11, 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 *
POGGE P THOMAS

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)
1715 NORTH 102ND STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/09/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP - General Counsel

OMAHA, NE 68114

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	05/09/2006		S	1,300 D \$ 56.4	3,114	D	
Common Stock	05/09/2006		M	1,300 A \$ 13.91	4,414	D	
Common Stock	05/09/2006		M	2,000 A \$ 24.78	6,414	D	
Common Stock	05/09/2006		M	5,500 A \$ 21.88	11,914	D	
Common Stock	05/09/2006		M	3,667 A \$ 23.46	15,581	D	

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Common Stock	05/10/2006	S	11,167	D	\$ 56	4,414	D	
Common Stock						1,209	I	by Managed Account

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 (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)	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 13.91	05/09/2006		M	1,300	12/16/2002 12/15/2011	Common Stock	1,300
Non-Qualified Stock Option (right to buy)	\$ 21.88	05/09/2006		M	5,500	12/15/2003 12/14/2012	Common Stock	5,500
Non-Qualified Stock Option (right to buy)	\$ 23.46	05/09/2006		M	3,667	12/14/2004 12/14/2013	Common Stock	3,667
Non-Qualified Stock Option (right to buy)	\$ 24.78	05/09/2006		M	2,000	12/19/2005 12/19/2014	Common Stock	2,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
POGGE P THOMAS 1715 NORTH 102ND STREET			VP - General Counsel	

OMAHA, NE 68114

Signatures

By: Terry J. McClain For: P. Thomas
Pogge

05/11/2006

 **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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