

VALSPAR CORP

Form 4

June 05, 2017

**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 \*  
**ENGH ROLF**

(Last) (First) (Middle)

P.O. BOX 1461

(Street)

MINNEAPOLIS, MN 55440

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
**06/01/2017**

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) below)

Executive 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 Beneficial Ownership (Instr. 4)
Common Stock	12/19/2016		G	14,500	D \$ 0 501,783	D	
Common Stock	04/26/2017		G	25,000	D \$ 0 476,783	D	
Common Stock	04/27/2017		G	25,000	D \$ 0 451,783	D	
Common Stock	04/28/2017		G	29,449	D \$ 0 422,334	D	
Common Stock	06/01/2017		A <sup>(1)</sup>	9,422	A <u>11</u> 431,756	D	

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Common Stock	06/01/2017	D	431,756	D	\$ 113	0	D	
Common Stock	06/01/2017	D	57,640 (2)	D	\$ 113	0	I	Savings and Retirement Plan

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 Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (right to buy)	\$ 25.48	06/01/2017		D <sup>(3)</sup>		51,500		<sup>(4)</sup>	10/17/2017	Common Stock	51,500
Stock Options (right to buy)	\$ 26.37	06/01/2017		D <sup>(3)</sup>		61,000		<sup>(4)</sup>	10/21/2019	Common Stock	61,000
Stock Options (right to buy)	\$ 31.57	06/01/2017		D <sup>(3)</sup>		23,500		<sup>(4)</sup>	10/13/2020	Common Stock	38,000
Stock Options (right to buy)	\$ 32.34	06/01/2017		D <sup>(3)</sup>		14,500		<sup>(4)</sup>	10/05/2021	Common Stock	43,500
Stock Options (right to buy)	\$ 57.47	06/01/2017		D <sup>(3)</sup>		21,780		<sup>(4)</sup>	10/03/2022	Common Stock	21,780
	\$ 64.78	06/01/2017		D <sup>(3)</sup>		15,650		<sup>(4)</sup>	10/02/2023		15,650

Stock Options (right to buy)							Common Stock	
Stock Options (right to buy)	\$ 76.85	06/01/2017	D <sup>(3)</sup>	10,400	<sup>(4)</sup>	10/01/2024	Common Stock	10,400
Stock Options (right to buy)	\$ 71.88	06/01/2017	D <sup>(3)</sup>	18,550	<sup>(4)</sup>	09/30/2025	Common Stock	18,550
Restricted Stock Units	\$ 0	06/01/2017	D <sup>(5)</sup>	7,030	<sup>(5)</sup>	<sup>(5)</sup>	Common Stock	7,030
Restricted Stock Units	\$ 0	06/01/2017	D <sup>(6)</sup>	7,673	<sup>(6)</sup>	<sup>(6)</sup>	Common Stock	7,673

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ENGH ROLF P.O. BOX 1461 MINNEAPOLIS, MN 55440			Executive VP	

## Signatures

/s/ Timothy Beastrom, By Power of Attorney

06/05/2017

\_\_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).

Vesting of PSUs upon effectiveness of the merger contemplated by that certain Agreement and Plan of Merger (the "Merger Agreement")

(1) by and between The Valspar Corporation, The Sherwin-Williams Company ("Sherwin-Williams") and Viking Merger Sub Inc., a wholly owned subsidiary of Sherwin-Williams.

(2) Includes 826 shares vested in the Valspar Savings and Retirement Plan from 10/29/2016 through 6/1/2017.

(3) Pursuant to the Merger Agreement, each outstanding option was canceled in exchange for a cash payment equal to the product of (i) the number of shares subject to such option and (ii) the excess of \$113.00 over the exercise price of the option.

All of such options are fully vested, except the options at an exercise price of \$76.85, which vest in equal annual installments on October

(4) 1, 2015, 2016 and 2017 and the options at an exercise price of \$71.88, which vest in equal annual installments on September 30, 2016, 2017 and 2018.

(5) RSUs were to be paid out upon vesting. Pursuant to the Merger Agreement, each outstanding RSU was canceled in exchange for a cash payment equal to the product of (i) the number of shares subject to such RSU and (ii) \$113.00. Vesting dates range from January 8, 2018

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to January 14, 2019.

- (6) Restricted stock unit award granted on 9/27/2016, which is after the date of the Merger Agreement. RSUs were to be paid out upon vesting on 9/27/2019. This award will be converted into an equivalent award relating to shares of Sherwin-Williams common stock on the terms set forth in the Merger Agreement.

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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