

Hendrickson Gary E
 Form 4
 August 06, 2009

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 *
 Hendrickson Gary E

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 P. O. BOX 1461

3. Date of Earliest Transaction (Month/Day/Year)
 08/04/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 President and COO

(Street)

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

MINNEAPOLIS, MN 55440

(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	08/04/2009		M	7,447 A \$ 11.82	68,726	D	
common stock	08/04/2009		S	5,200 (1) D \$ 26	63,526	D	
common stock	08/05/2009		M	34,885 A \$ 11.82	98,411	D	
common stock	08/05/2009		S	24,355 (1) D \$ 26	74,056	D	
common stock					9,785	I	Savings and Retirement Plan (2)

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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)

Table with 10 columns: 1. Title of Derivative Security, 2. Conversion or Exercise Price of Derivative Security, 3. Transaction Date, 3A. Deemed Execution Date, 4. Transaction Code, 5. Number of Derivative Securities, 6. Date Exercisable and Expiration Date, 7. Title and Amount of Underlying Securities, 8. Date Exercisable, 9. Expiration Date, 10. Title or Number of Shares. Includes rows for stock options with prices and transaction dates.

Reporting Owners

Table with 2 columns: Reporting Owner Name / Address and Relationships. Lists Hendrickson Gary E as President and COO.

Signatures

/s/ Linda Colman, by Power of Attorney 08/06/2009 **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).

- (1) Sale made pursuant to Trading Plan dated May 20, 2009 under Rule 10b5-1(c)
(2) vested shares in Valspar Savings and Retirement Plan as of allocation date 10/31/08

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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