#### WALKER LORI A

Form 4

November 28, 2012

# FORM 4

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB

3235-0287 Number: January 31,

**OMB APPROVAL** 

Expires: 2005 Estimated average

0.5

burden hours per response...

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * WALKER LORI A			2. Issuer Name <b>and</b> Ticker or Trading Symbol VALSPAR CORP [VAL]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
(Last) (First) (Middle)		(Middle)	3. Date of Earliest Transaction	Tr		
			(Month/Day/Year)	Director 10% Owner		
P. O. BOX 1461			11/26/2012	X Officer (give title Other (specify below) Sr. VP and CFO		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line) _X_ 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. 4. Securities Acquired (A) Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)			
common stock	11/26/2012		M	10,000	A	\$ 23.94	92,523	D			
common stock	11/26/2012		S	10,000	D	\$ 61.3688	82,523	D			
common stock	11/26/2012		M	12,000	A	\$ 23.34	94,523	D			
common stock	11/26/2012		S	12,000	D	\$ 61.3733	82,523	D			
common stock	11/26/2012		M	14,000	A	\$ 21.57	96,523	D			

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common stock	11/26/2012	S	14,000	D	\$ 61.3578	82,523	D	
common stock	11/26/2012	M	35,932	A	\$ 27.83	118,455	D	
common stock	11/26/2012	S	35,932	D	\$ 61.513	82,523	D	
common stock	11/26/2012	M	13,000	A	\$ 26.87	95,523	D	
common stock	11/26/2012	S	13,000	D	\$ 61.3729	82,523	D	
common stock						7,403	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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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. Transactic Code (Instr. 8)			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)	\$ 23.94	11/26/2012		M		10,000	10/15/2004	10/15/2013	common stock	10,000
stock option (right to buy)	\$ 23.34	11/26/2012		M		12,000	10/13/2005	10/13/2014	common stock	12,000
stock option (right to buy)	\$ 21.57	11/26/2012		M		14,000	10/19/2006	10/19/2015	common stock	14,000

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stock option (right to buy)	\$ 27.83	11/26/2012	M	35,932	04/19/2011	04/19/2016	common stock	35,932
stock option (right to buy)	\$ 26.87	11/26/2012	M	13,000	10/18/2007	10/18/2016	common stock	13,000

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

WALKER LORI A

P. O. BOX 1461 Sr. VP and CFO

MINNEAPOLIS, MN 55440

## **Signatures**

/s/ Linda Colman, by Power of Attorney 11/28/2012

\*\*Signature of Reporting Person Date

### **Explanation of Responses:**

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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<sup>\*\*</sup> Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).