

VALSPAR CORP  
Form 4  
June 05, 2017

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
Muehlbauer James L

(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)  
EVP and CFO

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)	
				(A) or (D)	Price			
Common Stock	06/01/2017		A <sup>(1)</sup>	18,551	A	113	37,637	D
Common Stock	06/01/2017		D	37,637	D	\$ 113	0	D
Common Stock	06/01/2017		D	305 <sup>(2)</sup>	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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SEC 1474 (9-02)

displays a currently valid OMB control number.

**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)	\$ 62.95	06/01/2017		D <sup>(3)</sup>	24,947	<u>(4)</u>	03/11/2023	Common Stock	24,947
Stock Options (right to buy)	\$ 62.95	06/01/2017		D <sup>(3)</sup>	74,113	<u>(4)</u>	03/11/2023	Common Stock	74,113
Stock Options (right to buy)	\$ 64.78	06/01/2017		D <sup>(3)</sup>	31,390	<u>(4)</u>	10/02/2023	Common Stock	31,390
Stock Options (right to buy)	\$ 76.85	06/01/2017		D <sup>(3)</sup>	20,850	<u>(4)</u>	10/01/2024	Common Stock	20,850
Stock Options (right to buy)	\$ 71.88	06/01/2017		D <sup>(3)</sup>	35,910	<u>(4)</u>	09/30/2025	Common Stock	35,910
Restricted Stock Units	\$ 0	06/01/2017		D <sup>(5)</sup>	13,932	<u>(5)</u>	<u>(5)</u>	Common Stock	13,932
Restricted Stock Units	\$ 0	06/01/2017		D <sup>(6)</sup>	14,850	<u>(6)</u>	<u>(6)</u>	Common Stock	14,850

## Reporting Owners

Reporting Owner Name / Address Relationships

Reporting Owners

Director    10% Owner    Officer    Other

Muehlbauer James L  
P.O. BOX 1461  
MINNEAPOLIS, MN 55440

EVP and CFO

## Signatures

/s/ Timothy Beastron, 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 70 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 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 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. 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.