

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 *
Hendrickson Gary E

(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)

Chairman, President and CEO

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	03/30/2017		G	9,456 D	\$ 0 0	I	Trust
Common Stock	03/30/2017		G	1,642 D	\$ 0 15,001	I	Trust
Common Stock	03/30/2017		G	35,739 D	\$ 0 0	I	Trust
Common Stock	03/30/2017		G	33,042 A	\$ 0 104,966	D	
Common Stock	04/26/2017		G	23,773 D	\$ 0 51,012	I	Trust

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Common Stock	04/26/2017	G	23,773	A	\$ 0	128,739	D	
Common Stock	06/01/2017	A ⁽¹⁾	73,105	A	<u>(1)</u>	201,884	D	
Common Stock	06/01/2017	D	201,884	D	\$ 113	0	D	
Common Stock	06/01/2017	D	15,001	D	\$ 113	0	I	Trust
Common Stock	06/01/2017	D	51,102	D	\$ 113	0	I	Trust
Common Stock	06/01/2017	D	12,420 ⁽²⁾	D	\$ 113	0	I	Savings and Retirement and 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)

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 Number Shares
Stock Options (right to buy)	\$ 22.68	06/01/2017		D ⁽³⁾	25,000	⁽⁴⁾ 02/27/2018	Common Stock 25,000
Stock Options (right to buy)	\$ 18.01	06/01/2017		D ⁽³⁾	101,000	⁽⁴⁾ 10/15/2018	Common Stock 101,000
Stock Options (right to buy)	\$ 26.37	06/01/2017		D ⁽³⁾	151,000	⁽⁴⁾ 10/21/2019	Common Stock 151,000
Stock Options	\$ 31.57	06/01/2017		D ⁽³⁾	94,500	⁽⁴⁾ 10/13/2020	Common Stock 94,500

(right to
buy)

Stock

Options
(right to
buy)

\$ 32.34

06/01/2017

D⁽³⁾

180,500

(4)

10/05/2021

Common
Stock

180,500

Stock

Options
(right to
buy)

\$ 57.47

06/01/2017

D⁽³⁾

121,610

(4)

10/03/2022

Common
Stock

121,610

Stock

Options
(right to
buy)

\$ 64.78

06/01/2017

D⁽³⁾

101,730

(4)

10/02/2023

Common
Stock

101,730

Stock

Options
(right to
buy)

\$ 76.85

06/01/2017

D⁽³⁾

82,670

(4)

10/01/2024

Common
Stock

82,670

Stock

Options
(right to
buy)

\$ 71.88

06/01/2017

D⁽³⁾

140,630

(4)

09/30/2025

Common
Stock

140,630

Restricted
Stock
Units

\$ 0

06/01/2017

D⁽⁵⁾

165,484

(5)(5)Common
Stock

165,484

Restricted
Stock
Units

\$ 0

06/01/2017

D⁽⁶⁾

58,163

(6)(6)Common
Stock

58,163

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hendrickson Gary E P. O. BOX 1461 MINNEAPOLIS, MN 55440	X		Chairman, President and CEO	

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 123 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.

RSUs were to be paid out upon vesting. Pursuant to the Merger Agreement, each outstanding RSU was canceled in exchange for a cash

(5) 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.

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

(6) 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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