

MEANEY E ROBERT

Form 4

April 24, 2006

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MEANEY E ROBERT

2. Issuer Name **and** Ticker or Trading
Symbol
VALMONT INDUSTRIES INC
[VMI]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
8804 WESTOVER ROAD
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
04/20/2006

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Sr. V.P. - International

OMAHA, NE 68114

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(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	04/20/2006		M		10,000	A	\$ 16.668	93,295	D
Common Stock	04/20/2006		F		3,418	D	\$ 48.41	89,877	D
Common Stock	04/20/2006		F		2,069	D	\$ 48.81	87,808	D
Common Stock	04/20/2006		M		5,000	A	\$ 16.688	92,808	D
Common Stock	04/20/2006		F		1,709	D	\$ 48.81	91,099	D

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Common Stock	04/20/2006	F	1,034	D	\$ 48.81	90,065	D
Common Stock	04/20/2006	M	20,000	A	\$ 15.875	110,065	D
Common Stock	04/20/2006	F	6,504	D	\$ 48.81	103,561	D
Common Stock	04/20/2006	F	5,285	D	\$ 48.81	98,276	D

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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Am or Num of S
Non-Qualified Stock Option (right to buy)	\$ 15.875	04/20/2006		M	20,000	12/14/1999 12/13/2008	Common Stock 20
Non-Qualified Stock Option (right to buy)	\$ 16.688	04/20/2006		M	10,000	12/13/1998 12/12/2009	Common Stock 10
Non-Qualified Stock Option (right to buy)	\$ 16.688	04/20/2006		M	5,000	12/12/2000 12/12/2009	Common Stock 5,

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MEANEY E ROBERT 8804 WESTOVER ROAD OMAHA, NE 68114	Sr. V.P. - International

Signatures

Terry J. McClain For E. Robert
Meaney

04/24/2006

__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).

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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