

VALSPAR CORP  
Form 8-K  
February 28, 2005

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

**FORM 8-K**

**Current Report Pursuant to Section 13 or 15(d) of  
the Securities Act of 1934**

Date of Report (Date of earliest event reported): February 23, 2005

**THE VALSPAR CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other  
jurisdiction of incorporation)

**1-3011**  
(Commission  
File Number)

**36-2443580**  
(I.R.S. Employer  
Identification No.)

**1101 Third Street South, Minneapolis, Minnesota**  
(Address of principal executive offices)

**55415**  
(Zip Code)

Registrant's telephone number, including area code: **(612) 332-7371**

**Not Applicable**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**Item 1.01 Entry into a Material Definitive Agreement.**

The stockholders of The Valspar Corporation at its Annual Meeting on February 23, 2005 approved an amendment to increase the total number of shares reserved for issuance upon exercise of options to be granted under the Corporation's Stock Option Plan for Non-Employee Directors. The amendment increases the total number of shares available for stock option grants by 250,000 shares to a total of 500,000 shares.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

THE VALSPAR CORPORATION

Dated: February 28, 2005

By: /s/ Rolf Engh

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Name: Rolf Engh

Title: Secretary