



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

DIVISION OF  
CORPORATION FINANCE

Mail Stop 4631

March 14, 2016

Via E-mail

Mr. James Muehlbauer  
Chief Financial Officer  
The Valspar Corporation  
1101 South 3<sup>rd</sup> Street  
Minneapolis, MN 55415

**Re: The Valspar Corporation  
Form 10-K for the Fiscal Year Ended October 30, 2015  
Filed December 18, 2015  
File No. 1-3011**

Dear Mr. Muehlbauer:

We have completed our review of your filing. We remind you that our comments or changes to disclosure in response to our comments do not foreclose the Commission from taking any action with respect to the company or the filing and the company may not assert staff comments as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States. We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filing to be certain that the filing includes the information the Securities Exchange Act of 1934 and all applicable rules require.

Sincerely,

/s/ W. John Cash

W. John Cash  
Accounting Branch Chief  
Office of Manufacturing and  
Construction

cc: Tim Beastron, Esq.  
The Valspar Corporation

Ms. Brenda McCormick  
The Valspar Corporation