



DIVISION OF
CORPORATION FINANCE

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

July 29, 2011

Via E-mail

John Hamilton
Chief Financial Officer
Valcent Products, Inc.
789 West Pender Street, Suite 960
Vancouver, BC, Canada V6C 1H2

**Re: Valcent Products, Inc.
Form 20-F for the Fiscal Year Ended March 31, 2010
Filed November 17, 2010
Form 20-F Amendment No. 1 for the Fiscal Year Ended March 31, 2010
Filed July 28, 2011
File No. 0-30858**

Dear Mr. Hamilton:

We have completed our review of your filings. 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 filings 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 filings to be certain that the filings include the information the Securities Exchange Act of 1934 and all applicable rules require.

Sincerely,

/s/ Terence O'Brien

Terence O'Brien
Accounting Branch Chief