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VALSPAR CORP  
Form POS AM  
April 24, 2002

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON APRIL 24, 2002  
REGISTRATION NO. 333-56658

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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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POST-EFFECTIVE AMENDMENT NO. 1 TO  
FORM S-3

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

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THE VALSPAR CORPORATION  
(Exact name of registrant as specified in its charter)

DELAWARE  
(State or other jurisdiction of  
Incorporation or organization)

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

1101 South Third Street  
Minneapolis, Minnesota 55415  
Telephone (612) 332-7371  
Facsimile (612) 375-7313

(Address, including zip code and telephone number, including area code, of  
registrant's principal executive offices)

-----

Paul C. Reyelts  
Senior Vice President, Finance  
Chief Financial Officer  
The Valspar Corporation  
1101 South Third Street  
Minneapolis, Minnesota 55415  
(612) 332-7371

(Name, address, including zip code, and telephone number, including area code,  
of agent for service)

-----

Rolf Engh, Esq.

COPIES TO:  
Martin R. Rosenbaum, Esq.

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Senior Vice President,  
General Counsel and Secretary  
The Valspar Corporation  
1101 South Third Street  
Minneapolis, Minnesota 55415  
(612) 332-7371

Maslon Edelman Borman & Brand, LLP  
3300 Wells Fargo Center  
90 South 7th Street  
Minneapolis, Minnesota 55402  
Telephone (612) 672-8200  
Facsimile (612) 672-8397

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PART II  
INFORMATION NOT REQUIRED IN PROSPECTUS

ITEM 16. EXHIBITS

The following Exhibits are filed as part of this Registration Statement:

- 1(a) Form of Underwriting Agreement for Debt Securities (1)
- 1(b) Form of Selling Agency Agreement for Debt Securities (1)
- 1(c) Form of Underwriting Agreement for Common Stock (2)
- 4(a) Form of Indenture (1)
- 4(b) Form of Note (1)
- 4(c) Form of Original Issue Discount Note (1)
- 4(d) Form of Warrant Agreement (2)
- 4(e) Form of Common Stock Warrant Certificate (2)
- 4(f) Form of Debt Securities Warrant Certificate (2)
- 4(g) Form of Specimen Certificate for Common Stock (2)
- 5 Opinion of Rolf Engh, Esq. (2)
- 12 Calculation of Ratio of Earnings to Fixed Charges
- 23(a) Consent of Rolf Engh, Esq. (2)
- 23(b) Consent of Ernst & Young LLP (2)
- 23(c) Consent of Ernst & Young LLP (2)
- 24 Powers of Attorney (2)
- 25 Statement of Eligibility of Trustee on Form T-1

- 
- (1) Incorporated by reference to the same numbered Exhibits to the Registrant's Registration Statement on Form S-3, No. 333-78487, filed May 14, 1999.
  - (2) Previously filed

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Amendment to Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Minneapolis and the State of Minnesota, on the 24th day of April, 2002.

THE VALSPAR CORPORATION

By: /s/ DEBORAH D. WEISS

-----  
Deborah D. Weiss

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Vice President and Treasurer

## POWER OF ATTORNEY

Pursuant to the requirements of the Securities Act of 1933, this Amendment to Registration Statement has been signed on the 24th day of April, 2002, by the following persons in the capacities indicated:

NAME -----	TITLE -----
* ----- Richard M. Rompala	Chairman and Chief Executive Officer (Principal Executive Officer)
* ----- Paul C. Reyelts	Senior Vice President and Chief Financial Officer (Principal Financial Officer)
* ----- Lori A. Walker	Controller (Principal Accounting Officer)
* ----- Susan S. Boren	Director
* ----- Jeffrey H. Curler	Director
* ----- Charles W. Gaillard	Director
* ----- Mae C. Jemison	Director
* ----- Thomas R. McBurney	Director
* ----- Gregory R. Palen	Director
* ----- Lawrence R. Perlman	Director

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*	Director
-----	
Edward B. Pollak	
*	Director
-----	
Michael P. Sullivan	
*	Director
-----	
Richard L. White	

\* By: /s/ Deborah D. Weiss

-----  
Deborah D. Weiss  
Attorney-in-fact

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EXHIBIT INDEX

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