

VALASSIS COMMUNICATIONS INC
 Form 4
 February 05, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
WHITTLESEY FAITH

2. Issuer Name and Ticker or Trading Symbol
VALASSIS COMMUNICATIONS INC [VCI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
9709 COBBLESTONE CREEK DRIVE

3. Date of Earliest Transaction (Month/Day/Year)
02/04/2014

Director 10% Owner
 Officer (give title below) Other (specify below)

(Street)
BOYNTON BEACH, FL 33472

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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	02/04/2014		U	10,350 D \$ 34.04	12,880	D	
Common Stock	02/04/2014		D	12,880 D \$ 34.04	0	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Edgar Filing: VALASSIS COMMUNICATIONS INC - Form 4

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 Securities (Instr. 3 and 4)	8. Fair Value of Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Director Stock Option (Right to Buy)	\$ 17.29	02/04/2014		D	1,000	<u>(1)</u> 10/03/2021		Common Stock	1,000
Director Stock Option (Right to Buy)	\$ 23.21	02/04/2014		D	1,000	<u>(1)</u> 04/02/2022		Common Stock	1,000
Director Stock Option (Right to Buy)	\$ 24.71	02/04/2014		D	1,000	<u>(1)</u> 10/01/2022		Common Stock	1,000
Director Stock Option (Right to Buy)	\$ 28.31	02/04/2014		D	5,000	<u>(1)</u> 04/01/2020		Common Stock	5,000
Director Stock Option (Right to Buy)	\$ 29.36	02/04/2014		D	1,000	<u>(1)</u> 04/01/2021		Common Stock	1,000
Director Stock Option (Right to Buy)	\$ 33.3	02/04/2014		D	5,000	<u>(1)</u> 10/01/2020		Common Stock	5,000
Director Stock	\$ 35.26	02/04/2014		D	5,000	<u>(1)</u> 04/01/2015		Common Stock	5,000

