

VALASSIS COMMUNICATIONS INC  
 Form 4  
 February 05, 2014

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

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**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 \*  
 Brown Suzanne C

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)  
 C/O VALASSIS, 19975 VICTOR PARKWAY  
 (Street)

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

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 EVP, Sales & Marketing

LIVONIA, MI 48152

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 Ownership (Instr. 4)
				Code V Amount (A) or (D) Price			
Common Stock	02/04/2014		U	29,732 D \$ 34.04	25,066	D	
Common Stock	02/04/2014		D	25,066 D \$ 34.04	0	D	

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

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SEC 1474 (9-02)

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**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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 10.96	02/04/2014		D	15,000	<u>(1)</u> 08/01/2017	Common Stock 15,000
Employee Stock Option (Right to Buy)	\$ 14.5	02/04/2014		D	10,000	<u>(1)</u> 01/01/2017	Common Stock 10,000
Employee Stock Option (Right to Buy)	\$ 18.26	02/04/2014		D	65,000	<u>(1)</u> 01/01/2017	Common Stock 65,000
Employee Stock Option (Right to Buy)	\$ 21.9	02/04/2014		D	35,000	<u>(1)</u> 12/05/2018	Common Stock 35,000
Employee Stock Option (Right to Buy)	\$ 27.17	02/04/2014		D	20,000	<u>(1)</u> 12/12/2019	Common Stock 20,000
Employee Stock Option (Right to Buy)	\$ 34.54	02/04/2014		D	4,500	<u>(1)</u> 12/07/2014	Common Stock 4,500
Employee Stock Option (Right to Buy)	\$ 34.81	02/04/2014		D	30,000	<u>(1)</u> 12/14/2017	Common Stock 30,000

