

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 *
 Goolsby Ronald

(Last) (First) (Middle)
 19975 VICTOR PARKWAY
 (Street)

LIVONIA, MI 48167

(City) (State) (Zip)

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

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ___ Form filed by More than One Reporting Person

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)
				(A) or (D)	Price		
Common Stock	02/04/2014		U	53,845	\$ 34.04	D	
Common Stock	02/04/2014		D	28,332	\$ 34.04	D	
Common Stock	02/04/2014		U	1,594	\$ 34.04	I	By Valassis Employees' Retirement Savings Plan

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

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(9-02)

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)	\$ 1.32	02/04/2014		D	7,000	<u>(1)</u> 01/01/2019	Common Stock 7,000
Employee Stock Option (Right to Buy)	\$ 1.79	02/04/2014		D	200	<u>(1)</u> 01/09/2019	Common Stock 200
Employee Stock Option (Right to Buy)	\$ 6.3	02/04/2014		D	1,000	<u>(1)</u> 07/14/2019	Common Stock 1,000
Employee Stock Option (Right to Buy)	\$ 10.96	02/04/2014		D	4,500	<u>(1)</u> 08/01/2017	Common Stock 4,500
Employee Stock Option (Right to Buy)	\$ 11.69	02/04/2014		D	10,000	<u>(1)</u> 01/01/2018	Common Stock 10,000
Employee Stock Option (Right to Buy)	\$ 14.5	02/04/2014		D	3,000	<u>(1)</u> 01/01/2017	Common Stock 3,000

Buy)									
Employee Stock Option (Right to Buy)	\$ 16.63	02/04/2014	D	2,000	<u>(1)</u>	03/02/2017	Common Stock	2,000	
Employee Stock Option (Right to Buy)	\$ 18.26	02/04/2014	D	30,000	<u>(1)</u>	01/01/2020	Common Stock	30,000	
Employee Stock Option (Right to Buy)	\$ 21.9	02/04/2014	D	15,000	<u>(1)</u>	12/05/2018	Common Stock	15,000	
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	3,000	<u>(1)</u>	12/07/2014	Common Stock	3,000	
Employee Stock Option (Right to Buy)	\$ 34.81	02/04/2014	D	25,000	<u>(1)</u>	12/14/2017	Common Stock	25,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Goolsby Ronald 19975 VICTOR PARKWAY LIVONIA, MI 48167			Chief Operating Officer	

Signatures

Linda J. Schalek, by Power of Attorney
02/05/2014

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Per the terms of the Merger Agreement by and among Valassis Communications, Inc., Harland Clarke Holdings Corp. and V Acquisition Sub, Inc., dated as of December 17, 2013, each stock option that was outstanding and unexercised immediately prior to the Effective

- (1) Time (as defined in the Merger Agreement), whether or not vested, was cancelled in consideration for the right to receive cash in an amount equal to the product of (i) the total number of shares subject to each such option immediately prior to the Effective Time and (ii) the excess, if any, of (x) \$34.04 over (y) the exercise price per share subject to such stock option.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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