

HUSSELBEE BRIAN J  
 Form 4  
 April 01, 2013

**FORM 4**

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

OMB APPROVAL

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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 \*  
 HUSSELBEE BRIAN J

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)  
 155 PFINGSTEN ROAD  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 03/28/2013

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
 CEO - NCH Marketing Svcs, Inc.

DEERFIELD, IL 60015

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                    | 03/28/2013                           |  | M <sup>(1)</sup>               |   | 16,666  | A  | \$ 14.5   |
|                                 |                                      |  |                                |   |   |  | 72,410  |
| Common Stock                    | 03/28/2013                           |  | S <sup>(1)</sup>               |   | 16,666  | D  | \$ 29.5718  |
|                                 |                                      |  |                                |   |   |  | 55,744  |
| Common Stock                    | 03/28/2013                           |  | M <sup>(1)</sup>               |   | 25,000  | A  | \$ 28.58  |
|                                 |                                      |  |                                |   |   |  | 80,744  |
| Common Stock                    | 03/28/2013                           |  | S <sup>(1)</sup>               |   | 25,000  | D  | \$ 29.8038  |
|                                 |                                      |  |                                |   |   |  | 55,744  |

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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)       | \$ 14.5  | 03/28/2013                           |  | M <sup>(1)</sup>               | 16,666  | 01/01/2012   | 01/01/2014  | Common Stock | 16,666                     |
| Employee Stock Option (Right to Buy)       | \$ 28.58   | 03/28/2013                           |  | M <sup>(1)</sup>               | 25,000  | 12/02/2008   | 12/02/2013  | Common Stock | 25,000                     |

## Reporting Owners

| Reporting Owner Name / Address                                 | Relationships |           |                                      |       |
|--|---------------|-----------|--------------------------------------|-------|
|  | Director      | 10% Owner | Officer                              | Other |
| HUSSELBEE BRIAN J<br>155 PFINGSTEN ROAD<br>DEERFIELD, IL 60015 |               |           | CEO - NCH<br>Marketing<br>Svcs, Inc. |       |

## Signatures

Linda J Schalek, by Power of Attorney  
04/01/2013

\_\_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).

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- (1) This transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.

The price reported in Column 4 is a weighted average price. These share were sold in multiple block transactions at prices ranging from \$29.50 to \$29.66, inclusive. The reporting person undertakes to provide upon request by the SEC staff, the issuer or any security holder of the issuer, full information regarding the number of shares sold at each price within the range of all transactions repoted in the Form 4 utilizing a weighted average price.

- (2)
- (3) The price reported in Column 4 is a weighted average price. These share were sold in multiple block transactions at prices ranging from \$29.75 to \$29.88, inclusive. The reporting person undertakes to provide upon request by the SEC staff, the issuer or any security holder of the issuer, full information regarding the number of shares sold at each price within the range of all transactions repoted in the Form 4 utilizing a weighted average price.

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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