

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 *
 Snyder Wallace S

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)

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

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

19975 VICTOR PARKWAY

(Street)

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

LIVONIA, MI 48152

(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		12,582	D	\$ 34.04
Common Stock	02/04/2014		D		3,098	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)	8. Fair Value of Derivative Security (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)	\$ 17.42	02/04/2014		D	5,000	<u>(1)</u> 10/01/2019		Common Stock	5,000	\$
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	\$ 33.3	02/04/2014		D	5,000	<u>(1)</u> 10/01/2020		Common Stock	5,000	\$

