HOGG WILLIAM F JR

Form 4

January 03, 2005

FORM 4

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

OMB Number: 3235-0287

Estimated average

burden hours per

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

0.5

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

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

response...

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * HOGG WILLIAM F JR			2. Issuer Name and Ticker or Trading Symbol VALASSIS COMMUNICATIONS INC [VCI]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last) VALASSIS CINC., 19975		· ·	3. Date of Earliest Transaction (Month/Day/Year) 12/29/2004	Director 10% Owner Officer (give title Other (specify below) EVP Manufacturing		
LIVONIA, M	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ 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)	3. Transaction Code (Instr. 8)		sed of		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	ecurities Ownership eneficially Form: lwned Direct (D) ollowing or Indirect eported (I)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)	(Instr. 1)	
Common Stock	12/29/2004		M	4,762	A	\$ 34.6667	9,130 (1)	D	
Common Stock	12/29/2004		S	4,762	D	\$ 35.273	9,130 (1)	D	
Common Stock	12/30/2004		M	4,247	A	\$ 34.6667	9,130 (1)	D	
Common Stock	12/30/2004		S	4,247	D	\$ 35.2848	9,130 (1)	D	
Common Stock							3,740 (1)	I	Valassis Employees

Edgar Filing: HOGG WILLIAM F JR - Form 4

								Retirement Savings Plan
Common Stock	12/31/2004	M	4,175	A	\$ 34.6667	9,130 (1)	D	
Common Stock	12/31/2004	S			Φ.	9,130 (1)		

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(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. Transactic Code (Instr. 8)	5. Number on 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)	\$ 34.6667	12/29/2004		M		4,762	01/12/2003	01/12/2005	Common Stock	4,762
Employee Stock Option (Right to Buy)	\$ 34.6667	12/30/2004		M		4,247	01/12/2003	01/12/2005	Common Stock	4,247
Employee Stock Option (Right to Buy)	\$ 34.6667	12/31/2004		M		4,175	01/12/2003	01/12/2005	Common Stock	4,175

Edgar Filing: HOGG WILLIAM F JR - Form 4

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

HOGG WILLIAM F JR VALASSIS COMMUNICATIONS, INC. 19975 VICTOR PARKWAY LIVONIA, MI 48152

EVP Manufacturing

Signatures

Steven M. Mitzel by Power of Attorney

01/03/2005

**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).
- (1) Represents number of securities beneficially owned as of January 3, 2005.
- (2) Represents number of derivative securities beneficially owned as of December 30, 2004.
- (3) Represents number of derivative securities beneficially owned as of December 31, 2004.
- (4) Represents number of derivative securities beneficially owned as of January 3, 2005.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 3