#### VALASSIS COMMUNICATIONS INC

Form 4 April 04, 2005

## FORM 4

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

**OMB APPROVAL OMB** 

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obligations

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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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Middle)

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* HERPICH RICHARD P

2. Issuer Name and Ticker or Trading

Symbol

VALASSIS COMMUNICATIONS INC [VCI]

(Check all applicable)

EVP/ U.S. Sales

5. Relationship of Reporting Person(s) to

(Last) (First) 3. Date of Earliest Transaction

(Month/Day/Year) 04/01/2005

Director 10% Owner X\_ Officer (give title Other (specify

VALASSIS COMMUNICATIONS. INC., 19975 VICTOR PARKWAY

(Street)

4. If Amendment, Date Original

(Instr. 8)

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

(Instr. 4)

Issuer

below)

LIVONIA, MI 48152

Security

(Instr. 3)

(City) (State) (Zip) 2. Transaction Date 2A. Deemed 1. Title of

3. 4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Code Disposed of (D)

5. Amount of Securities Beneficially Owned Following

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership

Reported (A) Transaction(s) or

Code V Amount (D) Price

(Instr. 3, 4 and 5)

(Instr. 3 and 4)

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

(Month/Day/Year)

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SEC 1474 (9-02)

(Instr. 4)

#### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

5. Number of **TransactionDerivative** 

6. Date Exercisable and **Expiration Date** 

7. Title and Amount of **Underlying Securities** 

### Edgar Filing: VALASSIS COMMUNICATIONS INC - Form 4

Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8	3)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year)		(Instr. 3 and 4)	
				Code '	V	(A) (	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 35.26	04/01/2005		A		56,143		<u>(1)</u>	04/01/2012	Common Stock	56,143

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

HERPICH RICHARD P VALASSIS COMMUNICATIONS, INC. 19975 VICTOR PARKWAY LIVONIA, MI 48152

EVP/ U.S. Sales

# **Signatures**

Steven M. Mitzel, by Power of Attorney 04/04/2005

\*\*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).
- This option becomes exercisable in increments of 33.3333%, 33.3333% and 33.3334% at such time that the closing sales price per common share is equal to or exceeds \$40.26, \$45.26 and \$50.26, respectively; provided that such market price targets are achieved by April 1, 2008. In any event, however, the option vests by April 1, 2010.
- (2) Represents number of derivative securities beneficially owned as of April 1, 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.

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