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VALASSIS COMMUNICATIONS INC

Form 3 July 12, 2006

FORM 3

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

OMB APPROVAL

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INITIAL STATEMENT OF 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 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement VALASSIS COMMUNICATIONS INC [VCI] ANDERSON JOSEPH B JR (Month/Day/Year) 07/10/2006 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) VALASSIS (Check all applicable) COMMUNICATIONS, INC.. 19975 VICTOR 10% Owner _X_ Director **PARKWAY** Officer Other (give title below) (specify below) (Street) 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person LIVONIA, MIÂ 48152 Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 2. Amount of Securities 4. Nature of Indirect Beneficial 1. Title of Security Beneficially Owned Ownership Ownership (Instr. 4) (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (Instr. 5) Â Common Stock 0 D Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) owned directly or indirectly.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a

currently valid OMB control number.

1. Title of Derivative Security
2. Date Exercisable and Expiration Date Expiration Date (Month/Day/Year)
2. Date Exercisable and Expiration Date Securities Underlying Derivative Security
3. Title and Amount of Exercise Conversion Ownership Ownership Ownership Or Exercise Form of Conversion Ownership Owner

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(Instr. 4) Price of Derivative Derivative Security: Date **Expiration Title** Amount or Security Direct (D) Exercisable Number of or Indirect Shares (I) (Instr. 5)

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

ANDERSON JOSEPH B JR

VALASSIS COMMUNICATIONS, INC.

 X Â Â

19975 VICTOR PARKWAY LIVONIA, MIÂ 48152

Signatures

Barry P. Hoffman, Power of Attorney 07/12/2006

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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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Remarks:

Exhibit List

Exhibit 24-Power of Attorney

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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