#### ANDERSON JOSEPH B JR

Form 4 April 12, 2011

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading ANDERSON JOSEPH B JR Issuer Symbol VALASSIS COMMUNICATIONS (Check all applicable) INC [VCI] (Last) (First) (Middle) 3. Date of Earliest Transaction X\_ Director 10% Owner Officer (give title Other (specify (Month/Day/Year) below) VALASSIS COMMUNICATIONS. 04/11/2011 INC., 19975 VICTOR PARKWAY (Street) 4. If Amendment, Date Original 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 LIVONIA, MI 48152 (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Instr. 3, 4 and 5) Ownership (Month/Day/Year) (Instr. 8) Owned Indirect (I) Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price Common 750 (1) A 04/11/2011 \$0 9,444 A D Stock

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 (9-02)required to respond unless the form displays a currently valid OMB control number.

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

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| 1. Title of | 2.                     | 3. Transaction Date |                    | 4.         | 5.         | 6. Date Exerc       |                    | 7. Titl          |        | 8. Price of | 9. Nu    |
|-------------|------------------------|---------------------|--------------------|------------|------------|---------------------|--------------------|------------------|--------|-------------|----------|
| Derivative  | Conversion             | (Month/Day/Year)    | Execution Date, if | Transacti  | orNumber   | Expiration Date     |                    | Amount of        |        | Derivative  | Deriv    |
| Security    | or Exercise            |                     | any                | Code       | of         | (Month/Day/         | Year)              | Under            | lying  | Security    | Secui    |
| (Instr. 3)  | Price of               |                     | (Month/Day/Year)   | (Instr. 8) | Derivative | e                   |                    | Securities       |        | (Instr. 5)  | Bene     |
|             | Derivative<br>Security |                     |                    |            | Securities |                     |                    | (Instr. 3 and 4) |        | Owne        |          |
|             |                        |                     |                    |            | Acquired   | guired              |                    |                  |        |             | Follo    |
|             |                        |                     |                    |            | (A) or     |                     |                    |                  |        |             | Repo     |
|             |                        |                     |                    |            | Disposed   |                     |                    |                  |        |             | Trans    |
|             |                        |                     |                    |            | of (D)     |                     |                    |                  |        | (Instr      |          |
|             |                        |                     |                    |            | (Instr. 3, |                     |                    |                  |        |             | (2.11541 |
|             |                        | 4, and 5)           |                    |            |            |                     |                    |                  |        |             |          |
|             |                        |                     |                    |            | i, and 3)  |                     |                    |                  |        |             |          |
|             |                        |                     |                    |            |            |                     |                    |                  | Amount |             |          |
|             |                        |                     |                    |            |            | Date<br>Exercisable | Expiration<br>Date | Title            | or     |             |          |
|             |                        |                     |                    |            |            |                     |                    |                  | Number |             |          |
|             |                        |                     |                    |            |            |                     |                    |                  | of     |             |          |
|             |                        |                     |                    | Code V     | (A) (D)    |                     |                    |                  | Shares |             |          |

# **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

ANDERSON JOSEPH B JR VALASSIS COMMUNICATIONS, INC. 19975 VICTOR PARKWAY LIVONIA, MI 48152



## **Signatures**

Linda J. Schalek, by Power of Attorney

04/12/2011

\*\*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) Award granted pursuant to Company's 2008 Omnibus Incentive Compensation Plan.

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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