RECCHIA ROBERT L

Form 4

December 07, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 3235

Number: 3235-0287

OMB APPROVAL

Expires: January 31, 2005
Estimated average

0.5

burden hours per response...

Check this box if no longer subject to Section 16.

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

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person ** RECCHIA ROBERT L			2. Issuer Name and Ticker or Trading Symbol VALASSIS COMMUNICATIONS INC [VCI]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
	(First) S COMMUNICA 5 VICTOR PAR		3. Date of Earliest Transaction (Month/Day/Year) 12/05/2011					_X_ Director _X_ Officer (g below)	X_ Officer (give title Other (specify		
LIVONIA,	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)	Tab	le I - Non-I	Derivative :	Secur	ities Ac	quired, Disposed	l of, or Benefic	ially Owned	
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	Execution any	med n Date, if Day/Year)	3. Transactic Code (Instr. 8)	on(A) or Dis (D) (Instr. 3, 4	sposed	of	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)	
Common Stock	12/05/2011			A	32,000 (1)	A	\$0	126,654 (2)	D		
Common Stock								21,142 (2)	I	By Valassis Employees' Retirement Savings Plan	
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.											

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

SEC 1474

(9-02)

Edgar Filing: RECCHIA ROBERT L - Form 4

number.

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 or 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)	\$ 21.9	12/05/2011		A	16,000	(3)	12/05/2018	Common Stock	16,000

Reporting Owners

Reporting Owner Name / Address	Kelationships						
	Director	10% Owner	Officer	Other			
RECCHIA ROBERT L							
VALASSIS COMMUNICATIONS, INC.	X		EVP and CFO				
19975 VICTOR PARKWAY	Λ		EVI and CIO				
LIVONIA, MI 48152							

Signatures

Linda J. Schalek, by Power of Attorney 12/07/2011

**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) Awards granted pursuant to the Valassis Communications's, Inc. 2008 Omnibus Incentive Compensation Plan. The shares are subject to performance-based conditions and will be forfeited if such conditions are not satisfied.
- (2) Represents amount of shares beneficially owned as of December 7, 2011.
 - This option becomes exercisable in increments of 33.3333%, 33.3333% and 33.3334% at such time that the closing price per common
- (3) share is equal to or exceeds \$26.90, \$31.90 and \$36.90, respectively; provided that such market price targets are achieved by December 5, 2014. In any event, however, the option vests by December 5, 2016.

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 2