RECCHIA ROBERT L

Form 4/A March 01, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

January 31, 2005

0.5

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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

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

RECCHIA	Symbol VALASSIS COMMUNICATIONS INC [VCI]						Issuer (Check all applicable)					
(Last)	(Last) (First) (Middle)			3. Date of Earliest Transaction (Month/Day/Year)					X Director 10% Owner Officer (give title Other (specify			
VALASSI INC., 199	02/28/2012						below)	below)				
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)						6. Individual or Joint/Group Filing(Check Applicable Line)			
LIVONIA, MI 48152				02/29/2012					_X_Form filed by One Reporting PersonForm filed by More than One Reporting Person			
(City)	(State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned											
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution I any (Month/Da	Date, if	(A)			(D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code	V	Amount	or (D)	Price	(Instr. 3 and 4)			
Common Stock	02/28/2012			S <u>(1)</u>		16,667	D	25.0987 (2)	114,487	D		
Common Stock	02/28/2012			S		34,154	D	\$ 25.1671 (3)	80,333	D		
Common Stock									21,142	I	Valassis Employees' Retirement Savings Plan	

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

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SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans

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

	1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	١
	Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration Date		Amou	nt of	Derivative	J
	Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underlying		Security	,
	(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative			Securities		(Instr. 5)]
		Derivative				Securities Acquired			(Instr.	3 and 4)		(
		Security										J
						(A) or						J
						Disposed						-
						of (D)						(
						(Instr. 3,						
						4, and 5)						
										Amount		
										or		
							Date Exercisable	Expiration Date	Title N	Number		
										of		
				Code V	(A) (D)				Shares			
					Couc v	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

RECCHIA ROBERT L VALASSIS COMMUNICATIONS, INC. 19975 VICTOR PARKWAY LIVONIA, MI 48152

X

Signatures

Robert L. Recchia 03/01/2012

**Signature of Date
Reporting Person

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) This transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$25.00 (2) to \$25.14, inclusive. The reporting person undertakes to provide upon request by the SEC staff, the issuer or any security holder of the issuer full information regarding the number of shares sold at each price within the range.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from (3) \$24.8919 to \$25.46, inclusive. The reporting person undertakes to provide upon request by the SEC staff, the issuer or any security holder of the issuer full information regarding the number of shares sold at each price within the range.

Reporting Owners 2

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