## Edgar Filing: ANDERSON JOSEPH B JR - Form 4

| ANDERSON  | JOSEPH B JR  |               |            |   |  |   |  |  |   |  |
|---|--|---------------|------------|---|--|---|--|--|---|--|
| Form 4<br>October 02, 20  | )12  |               |            |   |  |   |  |  |   |  |
|   | Л  |               |            |   |  |   |  |  | PPROVAL   |  |
| FORM 4<br>UNITED STATES SECURITIES AND EXCHANGE COMMISSION<br>Washington, D.C. 20549  |  |               |            |   |  |   |  |  | 3235-0287   |  |
| Check this box<br>if no longer CT A TENTENT OF CHANCES IN DENEELOLAL OWNERSHIP OF   |  |               |            |   |  |   |  | Expires:   | January 31,<br>2005   |  |
| STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF<br>Section 16.<br>Form 4 or   |  |               |            |   |  |   |  | Estimated<br>burden hou  | urs per   |  |
| Form 4 or<br>Form 5<br>obligations<br>may continue.<br>See Instruction<br>1(b).<br>Form 5<br>obligations<br>may continue.<br>See Instruction<br>1(b).<br>Form 5<br>obligations<br>may continue.<br>See Instruction<br>1(c).<br>Form 5<br>obligations<br>may continue.<br>See Instruction<br>1(c).<br>Form 5<br>obligations<br>may continue.<br>See Instruction<br>1(c).<br>Form 5<br>obligations<br>May continue.<br>See Instruction<br>1(c).<br>Form 5<br>Section 10(c) of the Securities Exchange Act of 1934,<br>Section 17(c) of the Public Utility Holding Company Act of 1940<br>Section 17(c) of the Investment Company Act of 1940<br>Section 10(c) of the Investment Company Act of 1940 |  |               |            |   |  |   |  |  |   |  |
| (Print or Type Re   | sponses)   |               |            |   |  |   |  |  |   |  |
| 1. Name and Add<br>ANDERSON   | 2. Issuer Name <b>and</b> Ticker or Trading Symbol |               |            | 5. Relationship of Reporting Person(s) to Issuer            |  |   |  |  |   |  |
|   | VALASSIS COMMUNICATIONS<br>INC [VCI]               |               |            | Check all applicable)                                       |  |   |  |  |   |  |
| (Last) (First) (Middle) 3. Date of Earliest Transaction   |  |               |            | X_ Director 10% Owner<br>Officer (give title Other (specify |  |   |  |  |   |  |
| (Month/Day/Year) Oncer (g<br>VALASSIS COMMUNICATIONS, 10/01/2012<br>INC., 19975 VICTOR PARKWAY  |  |               |            |   |  | below)  |  |  |   |  |
| Filed(Month/Day/Year)   |  |               |            |   | Applicable Line)<br>_X_ Form filed by<br>Form filed by       | Form filed by One Reporting Person<br>Form filed by More than One Reporting |  |  |   |  |
| (City)  | (State)  | (Zip)         |            |   |  |   | Person   |  |   |  |
|   | . ,  |               |            |   |  |   | cquired, Disposed  |  |   |  |
|   | . Transaction Date<br>Month/Day/Year)              | Execution any | Date, if   | Code<br>(Instr. 8)  | 4. Securit<br>onAcquired<br>Disposed<br>(Instr. 3,<br>Amount | (A) or<br>l of (D)<br>4 and 5)<br>(A)<br>or                                 | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |  |
| Reminder: Repor   | t on a separate line                               | e for each cl | ass of sec | urities bene  | eficially ow   | med directly o  | or indirectly.   |  |   |  |
| ·   | ·  |               |            |   | Perso<br>inforr<br>requi                                     | ons who res<br>nation cont<br>red to respo<br>ays a curren                  | pond to the colle<br>ained in this forn<br>ond unless the fo<br>ntly valid OMB co                                  | n are not<br>rm  | SEC 1474<br>(9-02)  |  |
|   | Tab  |               |            |   |  | sposed of, or<br>convertible s  | Beneficially Owner<br>securities)  | d  |   |  |

| 1. Title of | 2.         | 3. Transaction Date | 3A. Deemed         | 4. 5. Number             | 6. Date Exercisable and | 7. Title and Amount of | 8. |
|-------------|------------|---------------------|--------------------|--------------------------|-------------------------|------------------------|----|
| Derivative  | Conversion | (Month/Day/Year)    | Execution Date, if | Transaction of Derivativ | e Expiration Date       | Underlying Securities  | D  |

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| Security<br>(Instr. 3)                           | or Exercise<br>Price of<br>Derivative<br>Security |            | any<br>(Month/Day/Year) | Code Securities<br>(Instr. 8) Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) |              | (Month/Day/Year)      |                    | (Instr. 3 and 4) |  | ( |
|--|---|------------|-------------------------|---|--------------|-----------------------|--------------------|------------------|--|---|
|  |   |            |                         | Code V  | (A) (D       | ) Date<br>Exercisable | Expiration<br>Date | Title            | Amount<br>or<br>Number<br>of<br>Shares |   |
| Director<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 24.71  | 10/01/2012 |                         | A   | 1,000<br>(1) | 10/01/2013            | 10/01/2022         | Common<br>Stock  | 1,000                                  |   |

## **Reporting Owners**

| Reporting Owner Name / Address   |           | Relationships |         |       |  |  |  |
|--|-----------|---------------|---------|-------|--|--|--|
|  | Director  | 10% Owner     | Officer | Other |  |  |  |
| ANDERSON JOSEPH B JR<br>VALASSIS COMMUNICATIONS, INC.<br>19975 VICTOR PARKWAY<br>LIVONIA, MI 48152 | Х         |               |         |       |  |  |  |
| Signatures   |           |               |         |       |  |  |  |
| Linda J. Schalek, Power of<br>Attorney   | 10/02/201 | 10/02/2012    |         |       |  |  |  |
| **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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