#### ANDERSON JOSEPH B JR

Form 4 July 12, 2010

## FORM 4

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

0.5

**OMB APPROVAL** 

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

burden hours per response...

Estimated average

See Instruction 1(b).

Stock

Stock

Common

07/10/2010

(Print or Type Responses)

1. Name and A ANDERSO	Symbol VALA	2. Issuer Name and Ticker or Trading Symbol VALASSIS COMMUNICATIONS INC [VCI]				5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)				
	(First) (M COMMUNICAT	(Month/IONS, 04/01/2	3. Date of Earliest Transaction (Month/Day/Year) 04/01/2010				_X_ Director Officer (giv below)		6 Owner er (specify	
	(Street)		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			
LIVONIA, I							Person	More than One K	eporting	
(City)	(State) (Z	Zip) Tak	le I - Non-D	erivative S	ecuri	ties Ac	quired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, it any (Month/Day/Year	Code	4. SecurionAcquired Disposed (Instr. 3,	(A) of (D	)	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)	
Stock	04/10/2010		A	750 <u>(1)</u>	A	\$0	6,444	D		

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

A

750 (1) A

\$0

7,194

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SEC 1474

(9-02)

D

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# 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. Transactic Code (Instr. 8)	5. Number proof 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
Director Stock Option (Right to Buy)	\$ 28.31	04/01/2010		A	5,000 (1)	04/01/2011	04/01/2020	Common Stock	5,000

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

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

X

### **Signatures**

Linda J. Schalek, by Power of Attorney

07/12/2010

Date

\*\*Signature of 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) 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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