VALASSIS COMMUNICATIONS INC

Form 4 July 12, 2013

FORM 4

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

OMB Number:

3235-0287 January 31,

0.5

if no longer subject to Section 16.

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Expires: 2005 Estimated average

OMB APPROVAL

burden hours per response...

Form 4 or Form 5 obligations may continue. See Instruction

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)

| DARISH KENNETH V Symb | | | 2. Issuer Name and Ticker or Trading Symbol VALASSIS COMMUNICATIONS | | | | 5. Relationship of Reporting Person(s) to Issuer | | | |
|-----------------------|---|------------------|--|----------------|-----------|--|--|---------------------|--------------|--|
| INC | | | NC [VCI] | | | | (Check all applicable) | | | |
| (Last) | (First) (M | , | 3. Date of Earliest Transaction (Month/Day/Year) | | | _X_ Director Officer (gives below) | | 6 Owner er (specify | | |
| 7341 SUMN | 07/10/2 | 07/10/2013 | | | | below) | below) | | | |
| (Street) 4. If Amer | | | endment, Date Original | | | | 6. Individual or Joint/Group Filing(Check | | | |
| Filed(Mon | | | onth/Day/Year) | | | | Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | | |
| BRIGHTON, MI 48116 | | | | | | | | | | |
| (City) | (State) (Z | Zip) Tabl | e I - Non-D | erivative S | Securit | ties Ac | quired, Disposed | of, or Beneficia | lly Owned | |
| 1.Title of | 2. Transaction Date | | 3. | 4. Securi | | _ | 5. Amount of | 6. Ownership | 7. Nature of | |
| Security (Instr. 3) | (Month/Day/Year) Execution Date, if any | | TransactionAcquired (A) or Code Disposed of (D) | | | Securities Form: Direct Indirect Beneficially (D) or Beneficial | | | | |
| (msu. 3) | | (Month/Day/Year) | | 1 | | Owned | Indirect (I) | Ownership | | |
| | | | | | | | Following | (Instr. 4) | (Instr. 4) | |
| | | | | | (A) | | Reported Transaction(s) | | | |
| | | | Code V | Amount | or (D) | Price | (Instr. 3 and 4) | | | |
| Common | | | | | ` ' | | | | | |
| Stock | 07/10/2013 | | A | 782 <u>(1)</u> | A | \$ 0 | 12,146 | D | | |

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 D | ate | Amou | ınt 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 | | Securi | ities | (Instr. 5) | Bene |
| | Derivative | | • | | Securities | 3 | | (Instr. | 3 and 4) | | Owne |
| | Security | | | | Acquired | | | | | | Follo |
| | | | | | (A) or | | | | | | Repo |
| | | | | | Disposed | | | | | | Trans |
| | | | | | of (D) | | | | | | (Instr |
| | | | | | (Instr. 3, | | | | | | (2.11541 |
| | | | | | 4, and 5) | | | | | | |
| | | | | | i, and 3) | | | | | | |
| | | | | | | | | | Amount | | |
| | | | | | | Data | Evaluation | | or | | |
| | | | | | | Date Exercisable | Expiration Date | Title Nu | Number | | |
| | | | | | | | | | of | | |
| | | | | Code V | (A) (D) | | | | Shares | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|---------------------------------|---------------|-----------|---------|-------|--|--|--|
| reporting owner reduce, reduces | Director | 10% Owner | Officer | Other | | | |
| DARISH KENNETH V | | | | | | | |
| 7341 SUMMIT RIDGE | X | | | | | | |
| BRIGHTON, MI 48116 | | | | | | | |

Signatures

Linda J. Schalek, by Power of Attorney 07/12/2013

**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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