#### ANDERSON JOSEPH B JR

Form 4

November 06, 2009

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or

Check this box

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 * ANDERSON JOSEPH B JR	2. Issuer Name <b>and</b> Ticker or Trading Symbol VALASSIS COMMUNICATIONS INC [VCI]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last) (First) (Middle)  VALASSIS COMMUNICATIONS, INC., 19975 VICTOR PARKWAY	3. Date of Earliest Transaction (Month/Day/Year) 11/04/2009	X Director 10% Owner Officer (give title below) Other (specify below)			
(Street)	4 If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			

Filed(Month/Day/Year)

Applicable Line)

\_X\_ Form filed by One Reporting Person

LIVONIA MI 48152						Form filed by More than One Reporting Person			
(City)	(State)	(Zip) Tab	le I - Non-	Derivativo	e Secu	rities Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. 4. Securities Acquired (A) Transactiom Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)  (A) or			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)		
Common Stock	11/04/2009		Code V M	Amount 5,000	(D)	Price \$ 8.43	(Instr. 3 and 4) 9,944 (1)	D	
Common Stock	11/04/2009		S	5,000	D	\$ 17.7502 (2)	4,944 <u>(1)</u>	D	
Common Stock	11/04/2009		M	5,000	A	\$ 12.15	9,944 (1)	D	
Common Stock	11/04/2009		S	5,000	D	\$ 17.7216	4,944 <u>(1)</u>	D	

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Common Stock	11/04/2009	M	5,000	A	\$ 9.14	9,944 (1)	D
Common Stock	11/04/2009	S	5,000	D	\$ 17.701 (4)	4,944 (1)	D

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

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SEC 1474

(9-02)

# 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)	Secu Acqu (A) o Disp (D)	urities uired or oosed of rr. 3, 4,	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)	\$ 8.43	11/04/2009		M		5,000	10/01/2009	10/01/2018	Common Stock	5,000
Employee Stock Option (Right to Buy)	\$ 12.15	11/04/2009		M		5,000	04/01/2009	04/01/2018	Common Stock	5,000
Employee Stock Option (Right to Buy)	\$ 9.14	11/04/2009		M		5,000	10/01/2008	10/01/2017	Common Stock	5,000

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

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

## **Signatures**

Linda J. Schalek, by Power of Attorney

11/06/2009

X

\*\*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) Represents number of securities beneficially owned as of November 4, 2009
  - The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$17.53
- to \$17.87, inclusive. The reporting person undertakes to provide upon by request 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 of all transactions reported in this Form 4 utilizing a weighted average price.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$17.53 to \$17.85, inclusive.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$17.51 to \$17.85, inclusive.

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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