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HOFFMAN	BARRY P										
Form 4											
January 03, 2									0145		
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION								N OMB	OMB APPROVAL		
Check th	is box		Was	shington,	D.C. 20	549			Number:		
if no long subject to Section 1 Form 4 c Form 5 obligatio may cont	Section 1 Public U	SECUR 6(a) of th tility Hole	TITIES e Securit ling Con	ties E	WNERSHIP O nge Act of 1934 of 1935 or Sect	Estimate burden h response	Estimated average burden hours per response 0.				
See Instr 1(b).		30(h)	of the In	vestment	Compar	iy Ac	ct of 1	940			
(Print or Type I	Responses)										
1. Name and Address of Reporting Person <u>*</u> HOFFMAN BARRY P			2. Issuer Name and Ticker or Trading Symbol VALASSIS COMMUNICATIONS INC [VCI]				-	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
								X Director 10% Owner			
(Last) (First) (Middle) VALASSIS COMMUNICATIONS, INC., 19975 VICTOR PARKWAY			3. Date of Earliest Transaction (Month/Day/Year) 01/01/2007								
	Filed(Mor			endment, Date Original onth/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,	MI 48152							Person		reporting	
(City)	(State)	(Zip)	Tabl	e I - Non-E	Derivative	Secur	ities A	cquired, Disposed	of, or Benefic	cially Owned	
1.Title of Security (Instr. 3)	ecurity (Month/Day/Year) Execution Date, if		3.4. SecuritiesTransactionAcquired (A) orCodeDisposed of (D)(Instr. 8)(Instr. 3, 4 and 5)				SecuritiesCBeneficiallyFOwned(IFollowingIn	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
~				Code V		or (D)	Price	(Instr. 3 and 4)			
Common Stock	01/01/2007			А	2,250 (3)	А	\$0	32,927 <u>(1)</u>	D		
Common Stock								3,283 <u>(1)</u>	I	Valassis Employees' Retirement Savings Plan	

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

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number.

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. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Derivative Expiration Date Securities (Month/Day/Ye Acquired (A) or Disposed of (D) (Instr. 3, 4,		7. Title and <i>J</i> Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 14.5	01/01/2007		A	25,000	(2)	01/01/2014	Common Stock	25,000

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
HOFFMAN BARRY P VALASSIS COMMUNICATIONS, INC. 19975 VICTOR PARKWAY LIVONIA, MI 48152	Х		EVP & General Counsel				
Signatures							
Steven M. Mitzel, by Power of Attorney	01/03	/2007					
**Signature of Reporting Person	Dat	te					

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 January 3, 2007.
- This option becomes exercisable in increments of 33.3333%, 33.3333% and 33.3334% at such time that the closing sales price per
- (2) common share is equal to or exceeds \$19.50, \$24.50 and \$29.50, respectively; provided that such market price targets are achieved by January 1, 2010. In any event, however, the option vests by January 1, 2012.
- (3) Award granted pursuant to Company's Executive Restricted Stock 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.