

VALASSIS COMMUNICATIONS INC

Form 4

December 30, 2013

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box
 if no longer
 subject to
 Section 16.
 Form 4 or
 Form 5
 obligations
 may continue.
See Instruction
 1(b).

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Goolsby Ronald

2. Issuer Name **and** Ticker or Trading
 Symbol
 VALASSIS COMMUNICATIONS
 INC [VCI]

5. Relationship of Reporting Person(s) to
 Issuer

(Check all applicable)

(Last) (First) (Middle)

19975 VICTOR PARKWAY

(Street)

LIVONIA, MI 48167

(City) (State) (Zip)

3. Date of Earliest Transaction
 (Month/Day/Year)
 12/27/2013

4. If Amendment, Date Original
 Filed(Month/Day/Year)

____ Director ____ 10% Owner
 ____X____ Officer (give title below) ____ Other (specify below)

Chief Operating Officer

6. Individual or Joint/Group Filing(Check
 Applicable Line)
 ____X____ Form filed by One Reporting Person
 ____ Form filed by More than One Reporting
 Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	12/27/2013		M		28,000	A	\$ 1.32 92,277
Common Stock	12/27/2013		F		12,425	D	\$ 34.74 79,852
Common Stock	12/27/2013		M		800	A	\$ 1.79 80,652
Common Stock	12/27/2013		F		392	D	\$ 34.74 80,260
Common Stock	12/27/2013		M		300	A	\$ 1.35 80,560

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Common Stock	12/27/2013	F	145	D	\$ 34.74	80,415	D
Common Stock	12/27/2013	M	4,000	A	\$ 6.3	84,415	D
Common Stock	12/27/2013	F	2,238	D	\$ 34.74	82,177	D
Common Stock						1,594	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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(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. Transaction Code (Instr. 8)	5. Number of 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
Employee Stock Option (Right to Buy)	\$ 1.32	12/27/2013		M	28,000	<u>(1)</u>	01/01/2019	Common Stock	28,000
Employee Stock Option (Right to Buy)	\$ 1.79	12/27/2013		M	800	<u>(2)</u>	01/09/2019	Common Stock	800
Employee Stock Option (Right to Buy)	\$ 1.35	12/27/2013		M	300	<u>(3)</u>	02/27/2019	Common Stock	300

Employee Stock Option (Right to Buy)	\$ 6.3	12/27/2013	M	4,000	(4)	07/14/2019	Common Stock	4,000
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Goolsby Ronald 19975 VICTOR PARKWAY LIVONIA, MI 48167			Chief Operating Officer	

Signatures

Linda J. Schalek, by Power of Attorney	12/30/2013
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__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) This option, representing a right to purchase a total of 35,000 shares, vested at a rate of 20% per year, beginning on January 1, 2010.
- (2) This option, representing a right to purchase a total of 1,000 shares, vested at a rate of 20% per year beginning on January 9, 2010.
- (3) This option, representing a right to purchase a total of 300 shares, vested at a rate of 33 1/3% per year beginning on February 27, 2009.
- (4) This option, representing a right to purchase a total of 5,000 shares, vested at a rate of 20% per year beginning on July 14, 2010.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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