

RECCHIA ROBERT L
Form 4
December 28, 2012

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

OMB APPROVAL

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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 *
RECCHIA ROBERT L

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)

VALASSIS COMMUNICATIONS, INC., 19975 VICTOR PARKWAY

3. Date of Earliest Transaction (Month/Day/Year)
12/26/2012

Director 10% Owner
 Officer (give title below) Other (specify below)
EVP and CFO

(Street)

LIVONIA, MI 48152

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)			
				(A) or (D)	Price					
				Code	V	Amount				
Common Stock	12/26/2012		M		25,000	A	\$ 14.5	133,927	D	
Common Stock	12/26/2012		S		25,000	D	\$ 25.6927	108,927	D	
Common Stock	12/26/2012		M		4,700	D	\$ 17.19	113,627	D	
Common Stock	12/26/2012		S		4,700	D	\$ 25.6927	108,927	D	

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Common Stock	12/27/2012	M	4,900	D	\$ 17.19	113,827	D	
Common Stock	12/27/2012	S	4,900	D	\$ 25.5581 <u>(2)</u>	108,927	D	
Common Stock						21,142	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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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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 14.5	12/26/2012		M	25,000	<u>(3)</u> 01/01/2014	Common Stock	25,000	
Employee Stock Option (Right to Buy)	\$ 17.19	12/26/2012		M	4,700	<u>(4)</u> 07/01/2014	Common Stock	4,700	
Employee Stock Option (Right to Buy)	\$ 17.19	12/27/2012		M	4,900	<u>(4)</u> 07/01/2014	Common Stock	4,900	

