VALASSIS COMMUNICATIONS INC

Form 4

October 15, 2013

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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January 31,

2005

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obligations

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

may continue. See Instruction

1(b).

Common

Stock

10/10/2013

(Print or Type Responses)

1. Name and Address of Reporting Person <u>*</u> DARISH KENNETH V			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) (I	Middle)	3. Date of Earliest Transaction (Month/Day/Year) 10/10/2013				X Director Officer (gives below)	ve titleOth	6 Owner er (specify	
7541 50101	WIII KIDOL		10/10/20	713						
	(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			
BRIGHTO	N, MI 48116						Form filed by Person	More than One R	eporting	
(City)	(State)	(Zip)	Table	e I - Non-Do	erivative S	Securities Aco	quired, Disposed	of, or Beneficia	lly Owned	
1.Title of	2. Transaction Dat	te 2A. Dee	emed	3.	4. Securi	ties	5. Amount of	6. Ownership	7. Nature of	
Security (Month/Day/Year) Executi		on Date, if TransactionAcquired (A) or		l(A) or	Securities	Form: Direct	Indirect			
(Instr. 3)		any		Code	Disposed	l of (D)	Beneficially	(D) or	Beneficial	
		(Month/	Day/Year)	(Instr. 8)	(Instr. 3,	4 and 5)	Owned	Indirect (I)	Ownership	
							Following	(Instr. 4)	(Instr. 4)	
						(A)	Reported			
						(A) or	Transaction(s)			
						01	(Instr. 3 and 4)			

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

A

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.

D

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Code V Amount (D) Price

782 (1) A

\$0

12,928

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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. onNumber of Derivative Securities Acquired (A) or Disposed of (D)		ate	Amount Underly Securiti	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(Instr. 3, 4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title N	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
r g	Director	10% Owner	Officer	Other		
DARISH KENNETH V						
7341 SUMMIT RIDGE	X					
BRIGHTON, MI 48116						

Signatures

Linda J. Schalek, by Power of Attorney 10/14/2013

**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.

Reporting Owners 2