

Wiseley Todd L  
Form 4  
May 18, 2011

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
Wiseley Todd 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)  
19975 VICTOR PARKWAY  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
05/16/2011

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
General Counsel and SVP - Admi

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

(City) (State) (Zip)

**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	05/16/2011		M <sup>(1)</sup>	10,000 A \$ 18.26	22,571	D	
Common Stock	05/16/2011		S	10,000 D \$ 28.6896	12,571	D	
Common Stock	05/16/2011		M <sup>(1)</sup>	7,000 A \$ 1.32	19,571	D	
Common Stock	05/16/2011		S	7,000 D \$ 28.6704	12,571	D	
	05/16/2011		M <sup>(1)</sup>	1,000 A \$ 14.5	13,571	D	

Edgar Filing: Wiseley Todd L - Form 4

Common Stock							
Common Stock	05/16/2011		S	1,000	D	\$ 28.68	12,571 D
Common Stock	05/16/2011		M <sup>(1)</sup>	3,000	A	\$ 11.69	15,571 D
Common Stock	05/16/2011		S	3,000	D	\$ 28.66 <u>(4)</u>	12,571 D

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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. 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)	\$ 18.26	05/16/2011		M <sup>(1)</sup>	10,000	<u>(5)</u> 01/01/2017	Common Stock 10,000
Employee Stock Option (Right to Buy)	\$ 1.32	05/16/2011		M <sup>(1)</sup>	7,000	<u>(6)</u> 01/01/2019	Common Stock 7,000
Employee Stock Option (Right to Buy)	\$ 14.5	05/16/2011		M <sup>(1)</sup>	1,000	<u>(7)</u> 01/01/2017	Common Stock 1,000
Employee Stock Option	\$ 11.69	05/16/2011		M <sup>(1)</sup>	3,000	<u>(8)</u> 01/01/2018	Common Stock 3,000

