

VALASSIS COMMUNICATIONS INC
 Form 4
 August 04, 2005

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 *
BRENNAN PATRICK F

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)
620 3RD STREET SOUTH
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/02/2005

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

WISCONSIN RAPIDS, WI 54494
 (City) (State) (Zip)

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)			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 Ownership (Instr. 4)
				Code	V	Amount or Price			
Common Stock	08/02/2005		M			6,000 A \$ 21.75	5,635	D	
Common Stock	08/02/2005		S			6,000 D \$ 40.072	5,635	D	
Common Stock	08/02/2005		M			6,000 A \$ 28.3125	5,635	D	
Common Stock	08/02/2005		S			6,000 D \$ 40.072	5,635	D	
Common Stock	08/02/2005		M			5,000 A \$ 25.71	5,635	D	

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Common Stock	08/02/2005	S	5,000	D	\$ 40.072	5,635	D
Common Stock	08/02/2005	M	5,000	A	\$ 30.76	5,635	D
Common Stock	08/02/2005	S	5,000	D	\$ 40.072	5,635	D

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Employee Stock Option (Right to Buy)	\$ 21.75	08/02/2005		M	6,000	09/15/1999 09/15/2008		Common Stock	6,000
Employee Stock Option (Right to Buy)	\$ 28.3125	08/02/2005		M	6,000	12/05/2001 12/05/2010		Common Stock	6,000
Employee Stock Option (Right to Buy)	\$ 25.71	08/02/2005		M	5,000	04/01/2004 04/01/2013		Common Stock	5,000
Employee Stock Option (Right to Buy)	\$ 30.76	08/02/2005		M	5,000	04/01/2005 04/01/2014		Common Stock	5,000

Buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BRENNAN PATRICK F 620 3RD STREET SOUTH WISCONSIN RAPIDS, WI 54494	X			

Signatures

Steven M. Mitzel by Power of Attorney	08/03/2005
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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).

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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