

Wiseley Todd L
Form 4
May 18, 2011

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 *
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 ⁽¹⁾	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 ⁽¹⁾	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 ⁽¹⁾	1,000 A \$ 14.5	13,571	D	

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Common
Stock

Common Stock	05/16/2011	S	1,000	D	\$ 28.68	12,571	D
Common Stock	05/16/2011	M ⁽¹⁾	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.

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

(Right to Buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wiseley Todd L 19975 VICTOR PARKWAY LIVONIA, MI 48152			General Counsel and SVP - Admi	

Signatures

Linda J. Schalek, by Power of Attorney 05/18/2011

**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 transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$28.57 to \$28.80, inclusive. The reporting person undertakes to provide upon request by the SEC staff, the issuer or any security holder of the issuer, full information regarding the number of shares sold at each price within the range of all transactions reported in this Form 4 utilizing a weighted average price.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$28.57 to \$28.71, inclusive. The reporting person undertakes to provide upon request by the SEC staff, the issuer or any security holder of the issuer, full information regarding the number of shares sold at each price within the range of all transactions reported in this Form 4 utilizing a weighted average price.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$28.57 to \$28.68, inclusive. The reporting person undertakes to provide upon request by the SEC staff, the issuer or any security holder of the issuer, full information regarding the number of shares sold at each price within the range of all transactions reported in this Form 4 utilizing a weighted average price.
- (4) The option, representing a right to purchase a total of 45,000 shares, vested in three equal installments on February 1, 2010, March 15, 2010, and May 3, 2010.
- (5) The option, representing a right to purchase a total of 35,000 shares, vested in three equal installments on May 5, 2009, July 29, 2009, and July 30, 2009.
- (6) The option, representing a right to purchase a total of 5,000 shares, vests at a rate of 20% per year beginning on January 1, 2008.
- (7) The option, representing a right to purchase a total of 15,000 shares, vests at a rate of 20% per year beginning on January 1, 2009.

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.