## Edgar Filing: VALASSIS COMMUNICATIONS INC - Form 4

VALASSIS COM Form 4 April 04, 2005	IMUNICAT	TONS IN	С								
									OMB APPROVAL		
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549									3235-0287		
Check this box			vva	snington	l, D.C. 20	1549		Number: Expires:	January 31,		
if no longer subject to Section 16. Form 4 or Form 5	CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES					Estimated burden hou response	urs per				
Form 5 obligations may continue. See Instruction 1(b). 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 Respon	nses)										
1. Name and Address HOFFMAN BAF	2. Issuer Name <b>and</b> Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer							
	VALASSIS COMMUNICATIONS INC [VCI]				(Check all applicable)						
(Last) (l	First) (N	Middle)	3. Date of Earliest Transaction			X Director X Officer (giv		% Owner her (specify			
				(Month/Day/Year) 04/01/2005			below) below) Secretary				
				ed(Month/Day/Year)			Applicable Line)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
LIVONIA, MI 48152							Form filed by More than One Reporting Person				
(City) (S	State)	(Zip)	Tab	le I - Non-	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned		
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deemed Execution D any (Month/Day)		Date, if TransactionAcquired (A) or Code Disposed of (D) ay/Year) (Instr. 8) (Instr. 3, 4 and 5)		(A) or of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)				
				or Code V Amount (D) Price			(Instr. 3 and 4)				
Reminder: Report on	a separate line	for each cl	ass of sec	urities bene	-	-	-	ction of s	SEC 1474		
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)											
	Tabl					posed of, or convertible	Beneficially Owned securities)	1			

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transact	iorDerivative	Expiration Date	Underlying Securities

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year)		(Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 35.26	04/01/2005		A	56,250		<u>(1)</u>	04/01/2012	Common Stock	56,250

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
FB	Director	10% Owner	Officer	Other			
HOFFMAN BARRY P VALASSIS COMMUNICATIONS, INC. 19975 VICTOR PARKWAY LIVONIA, MI 48152	Х		Secretary				
Signatures							
Steven M. Mitzel, by Power of Attorney	04/04/2005						
**Signature of Reporting Person	Dat	te					

## **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).

This option becomes exercisable in increments of 33.3333%, 33.3333% and 33.3334% at such time that the closing sales price per (1) common share is equal to or exceeds \$40.26, \$45.26 and \$50.26, respectively; provided that such market price targets are achieved by

April 1, 2008. In any event, however, the option vests by April 1, 2010.

(2) Represents number of derivative securities beneficially owned as of April 1, 2005.

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.