Edgar Filing: VALASSIS COMMUNICATIONS INC - Form 4

Form 4 October 04,		TONS IN	С					0.45			
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION									OMB APPROVAL		
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction								N OMB Number:	3235-0287		
								Estimated burden ho response.	Estimated average burden hours per response 0.5		
1(b).	ruction				Ĩ	2					
(Print or Type	Responses)										
1. Name and HOFFMA1	2. Issuer Name and Ticker or Trading Symbol VALASSIS COMMUNICATIONS INC [VCI]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)							
(Last) VALASSIS INC., 1997	3. Date of Earliest Transaction (Month/Day/Year) 10/01/2005			X Director 10% Owner X Officer (give title Other (specify below) below) EVP & General Counsel							
				4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting				
LIVONIA,	MI 48152						Person		xepotung		
(City)	(State)	(Zip)	Tab	ole I - Non-l	Derivative	Securities A	cquired, Disposed	of, or Benefici	ally Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Date, if	3. Transactio Code (Instr. 8) Code V	Disposed (Instr. 3,	(A) or 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 Indirect Beneficial Ownership (Instr. 4)		
Reminder: Re	port on a separate line	for each cla	ass of sec	urities bene	ficially ow	ned directly of	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.											
	Tab					posed of, or convertible :	Beneficially Owner securities)	d			

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	Transactio	orDerivative	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 ((D) (Instr. 3, 4, and 5)	` ·	(Month/Day/Year)		(Instr. 3 and 4)	
				Code V	(A) (I	0) Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee Stock Option (Right to Buy)	\$ 38.98	10/01/2005		A	56,250	<u>(1)</u>	10/01/2012	Common Stock	56,250	

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
HOFFMAN BARRY P VALASSIS COMMUNICATIONS, INC. 19975 VICTOR PARKWAY LIVONIA, MI 48152	Х		EVP & General Counsel				
Signatures							
Steven M. Mitzel, by Power of Attorney	10/04	/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 \$43.98, \$48.98 and \$53.98, respectively; provided that such market price targets are achieved by

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

(2) Represents number of derivative securities beneficially owned as of October 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.