

HERPICH RICHARD P
Form 4
August 10, 2005

FORM 4

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

OMB APPROVAL

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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 *
HERPICH RICHARD P

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)

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

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP/ U.S. Sales

VALASSIS COMMUNICATIONS, INC., 19975 VICTOR PARKWAY
(Street)

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

LIVONIA, MI 48152

(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)
				(A) or (D)	Price		
				Code V	Amount		
Common Stock	08/08/2005		M	A	\$ 9,000	16,243	D
Common Stock	08/08/2005		S	D	\$ 39.6546	16,243	D
Common Stock	08/08/2005		M	A	\$ 25.71	16,243	D
Common Stock	08/08/2005		S	D	\$ 39.6546	16,243	D
Common Stock	08/08/2005		M	A	\$ 26.9	16,243	D

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Common Stock	08/08/2005	S	12,971	D	\$ 39.6546	16,243	D
Common Stock	08/09/2005	M	4,557	A	\$ 26.9	16,243	D
Common Stock	08/09/2005	S	4,557	D	\$ 39.5484	16,243	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.

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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)	\$ 20.2917	08/08/2005		M	9,000	12/02/2000	12/02/2007	Common Stock	9,000
Employee Stock Option (Right to Buy)	\$ 25.71	08/08/2005		M	37,429	11/10/2004	04/01/2010	Common Stock	37,429
Employee Stock Option (Right to Buy)	\$ 26.9	08/08/2005		M	12,971	10/20/2004	10/01/2010	Common Stock	12,971
Employee Stock Option (Right to Buy)	\$ 26.9	08/09/2005		M	4,557	10/20/2004	10/01/2010	Common Stock	4,557

