SCHALEK LINDA J

Form 4

March 18, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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Expires:

January 31, 2005

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response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * SCHALEK LINDA J			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., 19975		<i>'</i>	3. Date of Earliest Transaction (Month/Day/Year) 03/14/2013	Director 10% Owner Officer (give titleX_ Other (specify below) SVP, Corporate Controller
	(Street)		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
LIVONIA, MI 48152 (City) (State) (Zip)			Tobla I - Non-Darivotiva Sacuritias Acc	Form filed by More than One Reporting Person united Disposed of or Repeficially Owned

(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)	ransaction Date 2A. Deemed onth/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year)				equired ed of (D) 5)	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)		
Common Stock	03/14/2013		M(1)	2,100	A	\$ 11.69	20,244	D		
Common Stock	03/14/2013		S(1)	2,100	D	\$ 29.5	18,144	D		
Common Stock							478	I	By Valassis Employees' Retirement Savings Plan	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4. 5. Number		6. Date Exercisable and		7. Title and Amount of		
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	Transaction of Derivative		Expiration Date		Underlying Securities	
Security	or Exercise		any	Code	Securities	(Month/Day/Year)		(Instr. 3 and 4)		
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired					
	Derivative				(A) or					
	Security				Disposed of					
					(D)					
				(Instr. 3, 4, and 5)						
					and 3)					
									Amount	
						Date	Expiration		or	
						Exercisable	Date	Title	Number	
				C-1- V	(A) (D)				of	
				Code V	(A) (D)				Shares	
Employee										
Stock								~		
Option	\$ 11.69	03/14/2013		$M_{(1)}^{(1)}$	2,100	(2)	01/01/2018	Common	2,100	
(Right to	ψ 11.02	03/14/2013		171	2,100	<u> </u>	01/01/2010	Stock	2,100	
Buy)										

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SCHALEK LINDA J VALASSIS COMMUNICATIONS, INC. 19975 VICTOR PARKWAY LIVONIA, MI 48152

SVP, Corporate Controller

Signatures

Linda J. Schalek 03/18/2013

**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.
- (2) This option, representing a right to purchase a total of 7,000 shares, vested 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.

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