

VALASSIS COMMUNICATIONS INC

Form 4

August 04, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BRENNAN PATRICK F

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)
620 3RD STREET SOUTH
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
08/02/2005

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

WISCONSIN RAPIDS, WI 54494

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 Ownership Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock	08/02/2005		M		6,000	A \$ 21.75	5,635 D
Common Stock	08/02/2005		S		6,000	D \$ 40.072	5,635 D
Common Stock	08/02/2005		M		6,000	A \$ 28.3125	5,635 D
Common Stock	08/02/2005		S		6,000	D \$ 40.072	5,635 D
Common Stock	08/02/2005		M		5,000	A \$ 25.71	5,635 D

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Common Stock	08/02/2005	S	5,000	D	\$ 40.072	5,635	D
Common Stock	08/02/2005	M	5,000	A	\$ 30.76	5,635	D
Common Stock	08/02/2005	S	5,000	D	\$ 40.072	5,635	D

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 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)	\$ 21.75	08/02/2005		M	6,000	09/15/1999 09/15/2008	Common Stock 6,000
Employee Stock Option (Right to Buy)	\$ 28.3125	08/02/2005		M	6,000	12/05/2001 12/05/2010	Common Stock 6,000
Employee Stock Option (Right to Buy)	\$ 25.71	08/02/2005		M	5,000	04/01/2004 04/01/2013	Common Stock 5,000
Employee Stock Option (Right to Buy)	\$ 30.76	08/02/2005		M	5,000	04/01/2005 04/01/2014	Common Stock 5,000

Buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BRENNAN PATRICK F 620 3RD STREET SOUTH WISCONSIN RAPIDS, WI 54494	X			

Signatures

Steven M. Mitzel by Power of Attorney	08/03/2005
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__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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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