

VALASSIS COMMUNICATIONS INC

Form 4

February 05, 2014

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
WHITTLESEY FAITH

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)
**9709 COBBLESTONE CREEK
DRIVE**

3. Date of Earliest Transaction
(Month/Day/Year)
02/04/2014

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

(Street)
BOYNTON BEACH, FL 33472

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/04/2014		U		10,350	D	\$ 34.04	12,880	D	
Common Stock	02/04/2014		D		12,880	D	\$ 34.04	0	D	

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

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information contained in this form are not
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SEC 1474
(9-02)

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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)		8. L Der Sec (In
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Director Stock Option (Right to Buy)	\$ 17.29	02/04/2014		D	1,000	<u>(1)</u>	10/03/2021	Common Stock	1,000	\$
Director Stock Option (Right to Buy)	\$ 23.21	02/04/2014		D	1,000	<u>(1)</u>	04/02/2022	Common Stock	1,000	\$
Director Stock Option (Right to Buy)	\$ 24.71	02/04/2014		D	1,000	<u>(1)</u>	10/01/2022	Common Stock	1,000	\$
Director Stock Option (Right to Buy)	\$ 28.31	02/04/2014		D	5,000	<u>(1)</u>	04/01/2020	Common Stock	5,000	\$
Director Stock Option (Right to Buy)	\$ 29.36	02/04/2014		D	1,000	<u>(1)</u>	04/01/2021	Common Stock	1,000	\$
Director Stock Option (Right to Buy)	\$ 33.3	02/04/2014		D	5,000	<u>(1)</u>	10/01/2020	Common Stock	5,000	\$
Director Stock	\$ 35.26	02/04/2014		D	5,000	<u>(1)</u>	04/01/2015	Common Stock	5,000	

Option
(Right to
Buy)

Director
Stock

Option (Right to Buy)	\$ 38.98	02/04/2014	D	5,000	<u>(1)</u>	10/01/2015	Common Stock	5,000
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WHITTLESEY FAITH 9709 COBBLESTONE CREEK DRIVE BOYNTON BEACH, FL 33472	X			

Signatures

Linda J. Schalek, Power of Attorney
02/05/2014

__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).

Per the terms of the Merger Agreement by and among Valassis Communications, Inc., Harland Clarke Holdings Corp. and V Acquisition Sub, Inc., dated as of December 17, 2013, each stock option that was outstanding and unexercised immediately prior to the Effective

- (1) Time (as defined in the Merger Agreement), whether or not vested, was cancelled in consideration for the right to receive cash in an amount equal to the product of (i) the total number of shares subject to each such option immediately prior to the Effective Time and (ii) the excess, if any, of (x) \$34.04 over (y) the exercise price per share subject to such stock option.

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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