SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-11** | Period of Report: **2013-01-10**
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(HTML Version on secdatabase.com)

REPORTING OWNER

Snyder Wallace S
CIK:**1423034**
Type: **4** | Act: **34** | File No.: **001-10991** | Film No.: **13525396**

Mailing Address	Business Address
19975 VICTOR PARKWAY	*734-591-3000*
LIVONIA MI 48152	

ISSUER

VALASSIS COMMUNICATIONS INC
CIK:**883293**| IRS No.: **382760940** | State of Incorp.:**DE** | Fiscal Year End: **1231**
SIC: **7310** Advertising

Mailing Address	Business Address
19975 VICTOR PARKWAY	*19975 VICTOR PARKWAY*
LIVONIA MI 48152	*LIVONIA MI 48152*
	3135913000

FORM 4

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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. Name and Address of Reporting Person *

 Snyder Wallace S

 (Last)   (First)   (Middle)

 19975 VICTOR PARKWAY

 (Street)

 LIVONIA, MI 48152

 (City)   (State)   (Zip) | 2. Issuer Name **and** Ticker or Trading Symbol

 VALASSIS COMMUNICATIONS INC
 [VCI]

 3. Date of Earliest Transaction (Month/Day/Year)
 01/10/2013

 4. If Amendment, Date Original Filed(Month/Day/Year) | 5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 __X__ Director   _____ 10% Owner
 _____ Officer (give title   _____ Other (specify below)

 6. Individual or Joint/Group Filing
 (Check applicable line)
 __X__ Form Filed by One Reporting Person
 _____ Form Filed by More than One Reporting Person |

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	01/10/2013		A		782 [1]	A	$ 0	12,582	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

1. Award granted pursuant to Company's 2008 Omnibus Incentive Compensation Plan.

Signatures

<u>Linda J. Schalek, Power of Attorney</u>   <u>01/11/2013</u>

** Signature of Reporting Person   Date

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

* 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.

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 Number.