#### HERPICH RICHARD P

Form 4

August 10, 2005

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

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**OMB APPROVAL** 

response...

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

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)

may continue.

See Instruction

1. Name and Address of Reporting Person \* HERPICH RICHARD P

2. Issuer Name and Ticker or Trading Symbol

Issuer

5. Relationship of Reporting Person(s) to

VALASSIS COMMUNICATIONS INC [VCI]

(Check all applicable)

(Last) (First) (Middle)

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

Director 10% Owner X\_ Officer (give title Other (specify

VALASSIS COMMUNICATIONS. INC., 19975 VICTOR PARKWAY

08/08/2005

below) EVP/ U.S. Sales

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year) Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

(Street)

LIVONIA, MI 48152

(City)	(State)	(Zip) Tab	ole I - Non-	Derivative	ed, 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)	Code (Instr. 3, 4 and 5) (Instr. 8) (A)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	08/08/2005		M	9,000	A	\$ 20.2917	16,243	D	
Common Stock	08/08/2005		S	9,000	D	\$ 39.6546	16,243	D	
Common Stock	08/08/2005		M	37,429	A	\$ 25.71	16,243	D	
Common Stock	08/08/2005		S	37,429	D	\$ 39.6546	16,243	D	
Common Stock	08/08/2005		M	12,971	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.

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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 or 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

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# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

HERPICH RICHARD P VALASSIS COMMUNICATIONS, INC. 19975 VICTOR PARKWAY LIVONIA, MI 48152

EVP/ U.S. Sales

## **Signatures**

Steven M. Mitzel, by Power of Attorney

08/10/2005

\*\*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) Represents number of derivative securities beneficially owned as of August 9, 2005.
- (2) Represents number of derivative securities beneficially owned as of August 10, 2005.

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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