#### WHITTLESEY FAITH

Form 4

October 13, 2009

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL OMB** 

3235-0287 Number:

January 31, Expires: 2005

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Check this box

obligations may continue. See Instruction

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).

Stock

(Print or Type Responses)

1. Name and Ad WHITTLESI	Symbol	2. Issuer Name <b>and</b> Ticker or Trading Symbol VALASSIS COMMUNICATIONS INC [VCI]				5. Relationship of Reporting Person(s) to Issuer				
						(Check all applicable)				
(Last)	(First) (Mi		3. Date of Earliest Transaction (Month/Day/Year)			X Director Officer (giv	e titleOth	6 Owner er (specify		
1209 HARBO		10/10/2009				below)	below)			
	4. If Amer	4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check				
	Filed(Mont	Filed(Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person				
DELRAY BI	EACH, FL 33483						Form filed by More than One Reporting Person			
(City)	(State) (Z	Zip) Table	I - Non-D	erivative S	ecurit	ties Ac	quired, Disposed o	of, or Beneficial	lly Owned	
1.Title of	2. Transaction Date		3.	4. Securit			5. Amount of Securities	6. Ownership	7. Nature of	
		Execution Date, if	on Date, if TransactionAcquired (A) or Code Disposed of (D)					Form: Direct (D) or	Indirect Beneficial	
(IIISu. 3)		any (Month/Day/Year)	(Instr. 8)	(Instr. 3,			Beneficially Owned	Indirect (I)	Ownership	
		(11211111, 2 11), 1 2 11)	(1110111 0)	(111511115)	·	-,	Following	(Instr. 4)	(Instr. 4)	
					(A)		Reported Transaction(s)			
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
Common	10/10/2009		A	350 (1)	A	\$0	16,444	D		

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

#### Edgar Filing: WHITTLESEY FAITH - Form 4

	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Titl		8. Price of	9. Nu
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transact Code (Instr. 8)	orNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	<b>:</b>		Amou Under Securi (Instr.	lying	Derivative Security (Instr. 5)	Deriv Secur Bene Own Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
Reporting Owner France / Francess	Director	10% Owner	Officer	Other			
WHITTLESEY FAITH 1209 HARBOR DRIVE	X						
DELRAY BEACH, FL 33483	71						

# **Signatures**

Linda J. Schalek, Power of Attorney 10/12/2009

\*\*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) Award granted pursuant to Company's 2008 Omnibus Incentive Compensation Plan

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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