VALASSIS COMMUNICATIONS INC

Form SC 13G February 14, 2005

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934 (Amendment No.)

VALASSIS COMMUNICATIONS INC. (Name of Issuer)

Common Shares (Title of Class of Securities)

918866104 (CUSIP Number)

December 31, 2004 (Date of Event which Requires Filing of This Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

|X| Rule 13d-1(b) | | Rule 13d-1(c) | | Rule 13d-1(d)

CUSIP No. 918866104

1			PERSON Hotchkis and Wiley Capital	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b)			
3	SEC USE ONLY			
4	CITIZENSH	Delaware		
	NUMBER OF SHARES BENEFICIALLY	5	SOLE VOTING POWER	3,116,900
		6	SHARED VOTING POWER	0
		7	SOLE DISPOSITIVE POWER	3,916,900
		8	SHARED DISPOSITIVE POWER	0

 9	AGGREG	ATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
		900 shares (Ownership disclaimed pursuant to Section 13d-4 1934 Act)				
10	CHECK	BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ————————————————————————————————————				
11		T OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 7.6				
12		F REPORTING PERSON IZ				
Item 1(a).		Name of Issuer: Valassis Communications Inc.				
Item 1(b).		Address of Issuer's Principal Executive Offices:				
_ (0,		19975 Victor Parkway Livonia, MI 48152				
Item 2(a).		Name of Person Filing:				
		Hotchkis and Wiley Capital Management, LLC				
Item 2(b).		Address of Principal Business Office or, if none, Residence:				
		725 South Figueroa Street, 39th Floor Los Angeles, CA 90017-5439				
Item 2(c).		Citizenship				
		Delaware				
Item 2(d).		Title of Class of Securities:				
		Common Shares				
Item 2(e).		CUSIP Number:				
		918866104				
Item 3.		If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:				
	(a) / / (b) / /	Broker or dealer registered under Section 15 of the Exchange Act. Bank as defined in Section 3(a)(6) of the Exchange Act.				
	(c) / /	Insurance company as defined in Section 3(a)(19) of the Exchange Act.				
((d)//	Investment company registered under Section 8 of the Investment Company Act.				
((e)/X/	An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E).				
((f)//	An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F).				
((g)//	A parent holding company or control person in accordance				

with Rule 13d-1(b)(ii)(G).

- (h)// A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act.
- (i) / A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act.
- (j) / Group, in accordance with Rule 13d-1(b)(1)(ii)(J).
- Item 4. Ownership.

The information in items 1 and 5 through 11 on the cover page on Schedule 13G is hereby incorporated by reference.

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following []

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not Applicable

Item 7. Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not Applicable

Item 8. Identification and Classification of Members of the Group.

Not Applicable

Item 9. Notice of Dissolution of Group.

Not Applicable

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 10, 2005

Signature: /s/ Anna Marie Lopez

Name/Title: Anna Marie Lopez

Chief Compliance Officer