Edgar Filing: RR Donnelley & Sons Co - Form 4

Form 4	lley & Sons Co												
May 23, 20	ЛЛ									OMB AP	PROVAL		
UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							MMISSION	OMB Number:	3235-0287				
if no lo subject Section Form 4 Form 5 obligati may co	to 16. or Filed pu ions Section 17	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Image: Constant of the securities is the securities of the securities is the securities											
(Print or Type	e Responses)												
1. Name and Address of Reporting Person <u>*</u> RIORDAN MICHAEL T			2. Issuer Name and Ticker or Trading Symbol RR Donnelley & Sons Co [RRD]						5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First) (Middle) 3. Date of Earliest Transaction					(Check	eck all applicable)						
			(Month/Day/Year) 05/19/2011					_	X_ Director10% Owner Officer (give titleOther (specify below)below)				
F				4. If Amendment, Date Original Filed(Month/Day/Year)				A:	 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 				
	D, IL 60606								erson				
(City)	(State)	(Zip)	Ta	ble I - Non	-Der	ivative Secu	rities	Acquir	ed, Disposed of,	or Beneficiall	y Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution I any (Month/Day	Date, if	3. Transactio Code (Instr. 8) Code V	orDisj (Ins	ecurities Acc posed of (D) tr. 3, 4 and 5 Amount	•	(A) or Price	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)		
Common Stock	05/19/2011			A		472.2753	A	<u>(1)</u>	56,299.9758 (2)	D			
Common Stock									6,735	Ι	In trust as deferred compensation		

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

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 control number.

Edgar Filing: RR Donnelley & Sons Co - Form 4

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)	4. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	;	Date	7. Titl Amou Under Secur (Instr.	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu 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							
	Director	10% Owner	Officer	Other				
RIORDAN MICHAEL T 111 SOUTH WACKER DRIVE CHICAGO, IL 60606	Х							
Signatures								
Jennifer Reiners, pursuant to pow attorney	05/23/2011							
**Signature of Reporting Person		Date						
Explanation of Responses:								

planation of nesponses.

* 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).

Company granted restricted stock units issued pursuant to Rule 16b-3 Plan. The restricted stock units are payable in shares of common stock in three equal annual installments on the anniversary of the grant date or when the reporting person ceases to be a director, if earlier. (1) Additionally, the reporting person may defer payment of any vesting of shares until the date such person ceases to be a director.

(2) Includes 7,984 shares owned directly and 48,315.9758 restricted stock units.

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.