

Quad/Graphics, Inc.
Form 4
August 22, 2013

FORM 4

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

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Quadracci Betty Ewens

(Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
Quad/Graphics, Inc. [QUAD]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

C/O QUAD/GRAPHICS, INC., N61
W23044 HARRY'S WAY

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
08/19/2013

Director 10% Owner
 Officer (give title below) Other (specify below)

SUSSEX, WI 53089

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)
				(A) or (D)	Price		
Class A Common Stock					3,608	D	
Class A Common Stock					7,894	I	By 401(a) Plan
Class A Common Stock					1,076,179	I	As trustee - EEQ Tr ⁽¹⁾
Class A Common Stock					1,424	I	As trustee - HRQ for

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Stock						Rich. ⁽²⁾
Class A Common Stock				11,864	I	As trustee - QCT HRQ ⁽³⁾
Class A Common Stock				17,471	I	As co-trustee - HVQ Life Ins. Tr. ⁽⁴⁾

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

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(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 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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Class B Common Stock	<u>(5)</u>	08/19/2013		G	V 186,280	<u>(5)</u> <u>(5)</u>	Class A Common Stock
Class B Common Stock	<u>(5)</u>	08/19/2013		G	V 186,280	<u>(5)</u> <u>(5)</u>	Class A Common Stock
Stock Options (Right to Buy)	\$ 19.12					05/14/2012 11/18/2021	Class A Common Stock
Stock Options (Right to Buy)	\$ 23.37					<u>(6)</u> 01/31/2017	Class A Common Stock
Stock Options (Right to Buy)	\$ 29.37					<u>(7)</u> 01/31/2018	Class A Common Stock
Stock Options (Right to	\$ 15.37					<u>(8)</u> 01/31/2019	Class A Common Stock

Buy)					
Stock Options (Right to Buy)	\$ 16.62	(9)	01/31/2020	Class A Common Stock	
Stock Options (Right to Buy)	\$ 41.26	(10)	01/01/2021	Class A Common Stock	
Stock Options (Right to Buy)	\$ 14.14	(11)	01/01/2022	Class A Common Stock	
Class B Common Stock	(5)	(5)	(5)	Class A Common Stock	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Quadracci Betty Ewens C/O QUAD/GRAPHICS, INC. N61 W23044 HARRY'S WAY SUSSEX, WI 53089	X			

Signatures

/s/ Andrew R. Schiesl, Attorney-in-Fact for Betty Ewens
Quadracci

08/22/2013

**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) As Trustee for the Elizabeth E. Quadracci Rev Tr of 1980. The reporting person is a trustee of the trust and is a current or future beneficiary thereof. The reporting person disclaims beneficial ownership of the reported securities except to the extent of her pecuniary interest therein.
 - (2) As Trustee for the HRQ 1990 Descendants Trust. The reporting person disclaims beneficial ownership of the reported securities except to the extent of her pecuniary interest therein.
 - (3) As Trustee for the Quadracci Children's Trust f/b/o Harry R. Quadracci. The reporting person disclaims beneficial ownership of the reported securities except to the extent of her pecuniary interest therein.
 - (4) As Co-Trustee of the Harry V. Quadracci Life Insurance Trust. The reporting person disclaims beneficial ownership of the reported securities except to the extent of her pecuniary interest therein.
 - (5) Class B Common Stock is convertible into Class A Common Stock on a 1-for-1 basis at no cost and has no expiration date.

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- (6) Became exercisable as to 2,500 shares on May 14, 2012, and become exercisable ratably over the next three years with respect to the remaining shares beginning on November 18, 2012.
- (7) Became exercisable as to 1,000 shares on May 14, 2012, and become exercisable ratably over the next three years with respect to the remaining shares beginning on November 18, 2012.
- (8) Became exercisable as to 750 shares on May 14, 2012, and become exercisable ratably over the next three years with respect to the remaining shares beginning on November 18, 2012.
- (9) Became exercisable as to 500 shares on May 14, 2012, and become exercisable ratably over the next three years with respect to the remaining shares beginning on November 18, 2012.
- (10) Vests and becomes exercisable in three equal annual installments beginning on January 1, 2013.
- (11) Vests and becomes exercisable in three equal annual installments beginning on January 1, 2014.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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