PALOIAN JOHN Form 4 March 06, 2012

FORM 4

OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Expires: January 31, 2005
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Form 4 or Form 5 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

2. Issuer Name and Ticker or Trading

Symbol

SECURITIES

response... 0.5

5. Relationship of Reporting Person(s) to

Issuer

1(b).

(Print or Type Responses)

PALOIAN JOHN

1. Name and Address of Reporting Person *

			RR Donnelley & Sons Co [RRD]					(Check all applicable)			
(Last) (First) (Middle) 111 SOUTH WACKER DRIVE			3. Date of Earliest Transaction (Month/Day/Year) 03/02/2012					Director 10% Owner Officer (give title Other (specify below) Chief Operating Officer			
(Street) CHICAGO, IL 60606			4. If Amendment, Date Original Filed(Month/Day/Year)				Ap _X —	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State) (Zip)	Table I	- Non-Der	ivative Sec	curitie		ed, Disposed of, o	or Beneficiall	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	r) Execu		3.	4. Securit on(A) or Dis (Instr. 3, 4)	ies Ac	quired of (D)	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 (withholding for tax liability)	03/02/2012			F <u>(1)</u>	23,964	D	\$ 13.23	219,181	D		
Common Stock	03/02/2012			A	78,000	A	<u>(2)</u>	297,181	D		
Common Stock	03/02/2012			M	88,087	A	\$ 7.09	385,268	D		
Common Stock	03/02/2012			S(3)	88,087	D	\$ 13.29	297,181	D		

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					<u>(4)</u>			
Common Stock	03/05/2012	S(3)	14,205	D	\$ 13.02 (5)	282,956 <u>(6)</u>	D	
Common Stock						1,618	I	By 401(k)

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.

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. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Expiration Date cquired (Month/Day/Year) osed of		7. Title and Am Underlying Sec (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	A or N
Performance Share Unit	<u>(7)</u>	03/02/2012		A	43,000		<u>(7)</u>	12/31/2014	Common Stock	4
Employee Stock Option (right to buy)	\$ 13.23	03/02/2012		A	67,000		<u>(9)</u>	03/01/2022	Common Stock	6
Employee Stock Option (right to buy)	\$ 7.09	03/02/2012		M		88,087	<u>(11)</u>	03/02/2019	Common Stock	8

Reporting Owners

Reporting Owner Name / Address	Relationships						
noporomg o maor rumo / rum oss	Director	10% Owner	Officer	Other			
PALOIAN JOHN 111 SOUTH WACKER DRIVE			Chief Operating Officer				
CHICAGO, IL 60606							

Signatures

Jennifer Reiners, pursuant to power of attorney 03/06/2012

**Signature of Reporting Person Date

Reporting Owners 2

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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) Shares were withheld as payment of a tax liability incident to vesting of restricted stock units issued in accordance with Rule 16b-3.
- (2) Company granted restricted stock units (RSUs) issued pursuant to Rule 16b-3 Plan. The RSUs vest in four equal annual installments beginning on March 2, 2013.
- (3) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person in December 2011.
- The reported price represents a weighted average sale price. The range of prices at which common stock was sold was \$13.21 to \$13.59 (4) per share. The Reporting Person undertakes to provide to the staff, the issuer or a security holder full information regarding the number of shares sold at each separate price.
- The reported price represents a weighted average sale price. The range of prices at which common stock was sold was \$12.92 to \$13.14 per share. The Reporting Person undertakes to provide to the staff, the issuer or a security holder full information regarding the number of shares sold at each separate price.
- (6) Includes 51,463 shares held directly, 2,957 shares held through dividend reinvestment plan and 228,536 restricted stock units.
- Each performance share unit ("PSU") represents a contingent right to receive one share of Common Stock. The PSUs are earned by acheiving a target level of performance measured against calculated cash flow targets during a three-year performance period beginning January 1, 2012 and ending December 31, 2014. Awards can range from 50% of the PSUs if the threshold is met up to a target of 100% of the PSUs if performance meets the specified levels. The amount reported above reflects the target amount of PSUs.
- (8) Company granted performance share units issued pursuant to Rule 16b-3 Plan.
- (9) The option vests in four equal annual installments beginning on March 2, 2013.
- (10) Company granted option issued pursuant to Rule 16b-3 Plan.
- (11) The option, representing a right to purchase a total of 352,348, vests in four equal annual installments beginning on March 2, 2010.

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.