RR Donnelley & Sons Co Form 4 May 22, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB Number:

3235-0287

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January 31, 2005

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subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

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).

Common

Stock

05/22/2014

(Print or Type Responses)

1. Name and Address of Reporting Person * SOCKWELL OLIVER R			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 all applicable)						
C/O RR DO SEC., 111 S DRIVE	(Month/Day/Year) 05/20/2014						X Director 10% Owner Officer (give title Other (specify below)						
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line)						
CHICAGO,	IL 60606								orm filed by One Re orm filed by More th		ng		
(City)	(State)	(Zip)	Table	e I - Non-l	Deri	vative Securi	ties Ac	quired,	Disposed of, or B	Seneficially O	wned		
1.Title of Security (Instr. 3)	2. Transaction D (Month/Day/Yea	Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year)			3. 4. Securities Acquired (TransactionDisposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or				5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	Ownership of Indi Form: Benefic Direct (D) Owner	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common Stock				Code V		Amount	(D)	Price					
(witholding for tax liability)	05/20/2014			F <u>(1)</u>	4,	,137	D	15.1	81,271.2519	D			

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

Α

14,313.5979 A

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form

(2)

95,584.8498

D

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displays a currently valid OMB control

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration Date				
						Exercisable			Number		
									of		
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address 10% Owner Officer Director Other

SOCKWELL OLIVER R C/O RR DONNELLEY, CORP SEC. 111 SOUTH WACKER DRIVE CHICAGO, IL 60606



Signatures

Jennifer Reiners, pursuant to power of attorney

05/22/2014

**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) Shares were withheld as payment of a tax liability incident to vesting of restricted stock units issued in accordance with Rule 16b-3.
- 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 May 20, 2015, May 20, 2016 and May 20, 2017 or when the reporting person ceases to be a **(2)** director, if earlier. Additionally, the reporting person may defer payment of any vesting of shares until the date such person ceases to be a director.
- (3) Includes 28,737 shares owned directly and 66,847.8498 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.

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