

RR Donnelley & Sons Co
 Form 3
 August 06, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Knotts Daniel L. | | (Month/Day/Year) | RR Donnelley & Sons Co [RRD] | |
| (Last) | (First) | (Middle) | 07/25/2007 | |
| C/O RR DONNELLEY,Â 111 S. WACKER DRIVE | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| CHICAGO,Â ILÂ 60606 | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) | (specify below) |
| | | | Group President | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | | <input type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 58,352 ⁽¹⁾ | D | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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.

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
|--|--|---|--|--|---|

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| | Date Exercisable | Expiration Date | Amount or Number of Shares | or Indirect (I) (Instr. 5) |
|--------------------------------------|------------------|-----------------|----------------------------|----------------------------|
| Employee Stock Option (right to buy) | Â (2) | 03/25/2008 | Common Stock 5,000 | \$ 41.5625 D Â |
| Employee Stock Option (right to buy) | Â (3) | 03/24/2009 | Common Stock 7,500 | \$ 34.2813 D Â |
| Employee Stock Option (right to buy) | Â (4) | 03/22/2010 | Common Stock 36,000 | \$ 21.0938 D Â |
| Employee Stock Option (right to buy) | Â (5) | 03/25/2013 | Common Stock 20,000 | \$ 18.8 D Â |
| Employee Stock Option (right to buy) | Â (6) | 10/01/2013 | Common Stock 1,200 | \$ 24.22 D Â |
| Employee Stock Option (right to buy) | Â (7) | 03/20/2017 | Common Stock 80,000 | \$ 36.22 D Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Knotts Daniel L. C/O RR DONNELLEY 111 S. WACKER DRIVE CHICAGO, IL 60606 | Â | Â | Â Group President | Â |

Signatures

Jennifer Reiners, pursuant to Power of Attorney 08/06/2007

Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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) Includes 1,202 shares held jointly with Mr. Knotts spouse, 12,750 restricted stock units granted 1/4/05 vesting in equal amounts on 1/4/07 and 1/4/08 and 10,000 restricted stock units granted 5/4/07 vesting in equal amounts over four years on the anniversary of the grant date. The restricted stock units were issued pursuant to Rule 16b-3 Plan.
- (2) The option became fully vested on 3/26/2002.
- (3) The option became fully vested on 3/25/2003.
- (4) The option became fully vested on 3/23/2004.
- (5) The option became fully vested on 3/26/2007.
- (6) The option will be fully vested on 10/1/2007.
- (7) The option vests in four equal proportions beginning on 3/21/08.

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.