

RR Donnelley & Sons Co
Form 4
March 04, 2014

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Knotts Daniel L.

(Last) (First) (Middle)

C/O RR DONNELLEY, 111 S.
WACKER DRIVE

(Street)

CHICAGO, IL 60606

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
RR Donnelley & Sons Co [RRD]

3. Date of Earliest Transaction
(Month/Day/Year)
02/28/2014

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Chief Operating Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock (withholding for tax liability)	02/28/2014		F ⁽¹⁾		5,257	D	\$ 19.13	376,669	D
Common Stock (withholding for tax liability)	03/02/2014		F ⁽¹⁾		19,733	D	\$ 19.13	356,936	D
Common Stock	03/03/2014		A		63,000	A	<u>(2)</u>	419,936	D

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Common Stock	03/03/2014	S ⁽³⁾	148,853	D	\$ 18.7 ⁽⁴⁾	271,083	D
Common Stock	03/03/2014	M	35,807	A	<u>(5)</u>	306,890	D
Common Stock (withholding for tax liability)	03/03/2014	F ⁽⁶⁾	16,812	D	\$ 18.78	290,078	D
Common Stock	03/03/2014	M	54,530	A	\$ 7.09	344,608	D
Common Stock	03/03/2014	S ⁽³⁾	54,530	D	\$ 18.7 ⁽⁷⁾	290,078	D
Common Stock	03/03/2014	M	14,500	A	\$ 13.23	304,578	D
Common Stock	03/03/2014	S ⁽³⁾	14,500	D	\$ 18.7 ⁽⁷⁾	290,078 ⁽⁸⁾	D

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 Amount of Underlying Securities (Instr. 3 and 4)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Share Units	(5)	03/03/2014		M	35,807	(5)	12/31/2013	Common Stock	35,807
Employee Stock Option (right to buy)	\$ 7.09	03/03/2014		M	54,530	(9)	03/02/2019	Common Stock	54,530
Employee Stock Option (right to buy)	\$ 13.23	03/03/2014		M	14,500	(11)	03/01/2022	Common Stock	14,500

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	Chief Operating Officer

Signatures

Jennifer Reiners, pursuant to power of attorney	03/04/2014
**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.
 - (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, 2015.
 - (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 2013.

The reported price represents a weighted average sale price. The range of prices at which common stock was sold was \$18.45 to \$18.87 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.
 - (4) Each performance share unit ("PSU") represented a contingent right to receive one share of Common Stock. The PSUs were earned by achieving a target level of performance measured against calculated cash flow targets during a three-year performance period beginning January 1, 2011 and ending December 31, 2013. Awards could 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 vesting of 50.088% of PSUs and all other PSUs initially granted were forfeited.
 - (5) Shares were withheld as payment of a tax liability incident to vesting of performance share units issued in accordance with Rule 16b-3.

The reported price represents a weighted average sale price. The range of prices at which common stock was sold was \$18.46 to \$18.88 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 86,216 shares held directly, 1,202 shares held jointly with Mr. Knott's spouse, 25 shares held jointly with Mr. Knott's son, 135 shares held through dividend reinvestment plan and 202,500 restricted stock units.
 - (7) The option, representing a right to purchase a total of 218,120 shares, vests in four equal annual installments beginning on March 2, 2010.
 - (8) Company granted option issued pursuant to Rule 16b-3 Plan.
 - (9) The option, representing a right to purchase a total of 58,000 shares, vests in four equal annual installments beginning on March 2, 2013.

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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