

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-09** | Period of Report: **2013-01-07**
SEC Accession No. [0001140361-13-001580](#)

([HTML Version](#) on [secdatabase.com](#))

REPORTING OWNER

Fowler John C

CIK: **1495362**

Type: **4** | Act: **34** | File No.: **001-34806** | Film No.: **13521186**

Mailing Address

*QUAD/GRAPHICS, INC.
N63 W23075 HIGHWAY 74
SUSSEX WI 53089-2827*

ISSUER

Quad/Graphics, Inc.

CIK: **1481792** | IRS No.: **391152983** | State of Incorp.: **WI** | Fiscal Year End: **1231**
SIC: **2750** Commercial printing

Mailing Address

*N61 W23044 HARRY'S WAY
SUSSEX WI 53089-3995*

Business Address

*N61 W23044 HARRY'S WAY
SUSSEX WI 53089-3995
414-566-6000*

FORM 4

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

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

OMB APPROVAL	
OMB Number:	3235-0287
Expires:	02/28/2011
Estimated average burden hours per response	0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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. Name and Address of Reporting Person Fowler John C			2. Issuer Name and Ticker or Trading Symbol Quad/Graphics, Inc. [QUAD]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Executive VP and CFO		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/07/2013					
C/O QUAD/GRAPHICS, INC., N63 W23075 HIGHWAY 74			4. If Amendment, Date Original Filed(Month/Day/Year)			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		
(Street)								
SUSSEX, WI 53089								
(City)	(State)	(Zip)						

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			
Class A Common Stock	01/07/2013		S	(1)	25,725	D	\$20.876 (2)	202,984	D	
Class A Common Stock								17,471	I	As co-trustee - HVQ Life Ins. Tr. (3)
Class A Common Stock								22,976	I	By 401(a) Plan

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

Stock Options (Right to Buy)	\$13.4708							05/14/2012	11/18/2021	Class A Common Stock	7,350		7,350	D	
Stock Options (Right to Buy)	\$19.12							05/14/2012	11/18/2021	Class A Common Stock	6,500		6,500	D	
Stock Options (Right to Buy)	\$13.4708							05/14/2012	11/18/2021	Class A Common Stock	17,500		17,500	D	
Stock Options (Right to Buy)	\$13.4708							05/14/2012	11/18/2021	Class A Common Stock	10,000		10,000	D	
Stock Options (Right to Buy)	\$23.37							(4)	01/31/2017	Class A Common Stock	318,000		318,000	D	
Stock Options (Right to Buy)	\$29.37							(5)	01/31/2019	Class A Common Stock	30,000		30,000	D	
Stock Options (Right to Buy)	\$15.37							(6)	01/31/2020	Class A Common Stock	30,000		30,000	D	
Stock Options (Right to Buy)	\$16.62							(7)	01/31/2020	Class A Common Stock	45,000		45,000	D	
Stock Options (Right to Buy)	\$41.26							(8)	01/01/2021	Class A Common Stock	34,218		34,218	D	
Stock Options (Right to Buy)	\$14.14							(9)	01/01/2022	Class A Common Stock	34,218		34,218	D	
Class B Common Stock	(10)							(10)	(10)	Class A Common Stock	51,614		51,614	I	As co-trustee - HVQ Life Ins. Tr. (3)
Class B Common Stock	(10)							(10)	(10)	Class A Common Stock	800,000		800,000	I	By GRATs (11)

Explanation of Responses:

1. The reported transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 7, 2012.
2. The price in Column 4 is a weighted average price. The prices actually received ranged from \$20.69 to \$21.26. The reporting person has provided to the issuer, and will provide to any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range for all transactions reported in this Form 4 utilizing a weighted average price.
3. As Trustee for the Harry V. Quadracci Life Insurance Trust. The reporting person disclaims beneficial ownership of the reported securities.
4. Became exercisable as to 263,940 shares on May 14, 2012, and the remaining shares became exercisable on November 18, 2012.
5. Vests and becomes exercisable in two equal annual installments beginning on November 18, 2012.
6. Vests and becomes exercisable in three equal annual installments beginning on November 18, 2012.

7. Became exercisable as to 14,850 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. Vests and becomes exercisable in three equal annual installments beginning on January 1, 2013.
9. Vests and becomes exercisable in three equal annual installments beginning on January 1, 2014.
10. 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.
11. As Trustee for certain GRATs established by Betty Ewens Quadracci. The reporting person disclaims beneficial ownership of the reported securities.

Signatures

/s/ Russell E. Ryba, Attorney-In-Fact for John C. Fowler

** Signature of Reporting Person

01/09/2013

Date

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

* 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).

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

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 Number.