

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-03-04** | Period of Report: **2013-02-28**  
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### REPORTING OWNER

#### **Leib Daniel**

CIK: **1464929**

Type: **4** | Act: **34** | File No.: **001-04694** | Film No.: **13662939**

Mailing Address  
*C/O RR DONNELLEY &  
SONS COMPANY  
111 SOUTH WACKER DRIVE  
CHICAGO IL 60606*

### ISSUER

#### **RR Donnelley & Sons Co**

CIK: **29669** | IRS No.: **361004130** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
SIC: **2750** Commercial printing

Mailing Address	Business Address
<i>111 SOUTH WACKER DRIVE CHICAGO IL 60606</i>	<i>111 SOUTH WACKER DRIVE CHICAGO IL 60606 3123268000</i>

# 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	
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### 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 <b>Leib Daniel</b>			2. Issuer Name and Ticker or Trading Symbol <b>RR Donnelley &amp; Sons Co [RRD]</b>			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) <b>Chief Financial Officer</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>02/28/2013</b>					
C/O RR DONNELLEY, 111 S. WACKER DRIVE			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) <b>CHICAGO, IL 60606</b>								
(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			
Common Stock (withholding for tax liability)	02/28/2013		F	(1)	2,022	D	\$10.44	151,022	D	
Common Stock	03/01/2013		A		105,000	A	(2)	256,022 (3)	D	
Common Stock								1,321	I	By 401(k)

**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						Title
Performance Share Unit	(4)	03/01/2013		A		35,000		(4)	12/31/2015	Common Stock	35,000	(5)	35,000	D	

#### Explanation of Responses:

- 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 (RSUs) issued pursuant to Rule 16b-3 Plan. The RSUs vest in four equal annual installments beginning on March 2, 2014.
- Includes 76,446 shares held directly, 826 shares held through dividend reinvestment plan and 178,750 restricted stock units.

4. Each performance share unit ("PSU") represents a contingent right to receive one share of Common Stock. The PSUs are earned by achieving a target level of performance measured against calculated cash flow targets during a three-year performance period beginning January 1, 2013 and ending December 31, 2015. 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.
5. Company granted performance share units issued pursuant to Rule 16b-3 Plan.

**Signatures**

Jennifer Reiners, pursuant to power of attorney

\*\* Signature of Reporting Person

03/04/2013

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.**