

SECURITIES AND EXCHANGE COMMISSION

FORM 424B3

Prospectus filed pursuant to Rule 424(b)(3)

Filing Date: **1994-09-22**
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FILER

DONNELLEY R R & SONS CO

CIK: **29669** | IRS No.: **361004130** | State of Incorporation: **DE** | Fiscal Year End: **1231**
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Mailing Address
77 W. WACKER DRIVE
CHICAGO IL 60601

Business Address
77 W WACKER DR
CHICAGO IL 60601
3123268000

U.S. \$200,000,000
R. R. DONNELLEY & SONS COMPANY
MEDIUM-TERM NOTES, SERIES B
(FIXED RATE)

33-49539
RULE 424(b) (3)

PRICING SUPPLEMENT NO. 5, DATED SEPTEMBER 21, 1994
TO PROSPECTUS DATED AUGUST 17, 1994 AND PROSPECTUS
SUPPLEMENT DATED AUGUST 17, 1994.

Principal Amount:
\$5,000,000

Interest Rate:
7.07%

Original Issue Date:
October 3, 1994

Stated Maturity:
October 3, 1997

Regular Record Date(s):
May 1 and November 1

Interest Payment Date(s):
May 15 and November 15

Form: Book-Entry Certificated

Specified Currency: U.S. Dollars

Option to Elect Payments in U.S. Dollars: Yes No
(Applicable only if Specified Currency is other than U.S. Dollars)

Authorized Denominations:
(Applicable only if Specified Currency is other than U.S. Dollars)

Agent's Commission (%): .35%

U.S. Depositary: DTC

Net Proceeds to the Company (%): 99.65%

Overdue Rate: N/A

Optional Redemption: Yes No

Initial Redemption Date: N/A

The Redemption Price shall initially be % of the principal amount of the Note to be redeemed and shall decline at each anniversary of the Initial Redemption Date by % of the principal amount to be redeemed until the Redemption Price is 100% of such principal amount. N/A

Optional Repayment: Yes No

Optional Repayment Dates: N/A

Optional Repayment Prices: N/A

Optional Interest Reset: Yes No

Optional Interest Reset Dates: N/A

Optional Extensions of Maturity: Yes No

Extension Period: N/A

Number of Extension Periods: N/A

Final Maturity Date: N/A

Currency Determination Agent: N/A

(Applicable only if Specified Currency is other than U.S. Dollars)

Amortizing Note: YES NO

Other Provisions: N/A

Original Issue Discount Security:	Total Amount of OID: N/A	Issue Price (expressed as percentage of aggregate principal amount: 100%
<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		

Yield To Maturity: N/A	Short Accrual Period OID: N/A	Method Used To Determine Yield For Short Accrual Period: N/A <input type="checkbox"/> Approximate <input type="checkbox"/> Exact
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The Company has allocated Debt Securities (as defined in the Prospectus) having an initial public offering amount of \$200,000,000 for sale as Medium Term Notes, Series B (the "Notes") pursuant to the Prospectus Supplement to which this Pricing Supplement is attached. As of the date of this Pricing Supplement, the aggregate principal amount of the Notes which have been sold (including the Notes to which this Pricing Supplement relates) is \$33,000,000.

MERRILL LYNCH & CO.