#### HAMILTON JUDITH H

Form 4 May 24, 2010

## FORM 4

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

OMB Number:

3235-0287

Check this box

Expires:

January 31, 2005

0.5

if no longer subject to Section 16. Form 4 or Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Estimated average burden hours per response...

**OMB APPROVAL** 

obligations may continue.

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

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* HAMILTON JUDITH H

111 SOUTH WACKER DRIVE

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

RR Donnelley & Sons Co [RRD]

(Check all applicable)

(Last)

(First) (Middle) 3. Date of Earliest Transaction

X\_ Director 10% Owner Other (specify

(Month/Day/Year)

05/20/2010

Officer (give title below)

4. If Amendment, Date Original

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Person

(Street)

CHICAGO, IL 60606

Filed(Month/Day/Year)

(Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

(City)

2. Transaction Date 2A. Deemed (Month/Day/Year)

(State)

Execution Date, if

(Month/Day/Year)

4. Securities Acquired (A) Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following Reported

Ownership Form: Direct (D) or Indirect

(Instr. 4)

7. Nature of Indirect Beneficial Ownership (Instr. 4)

Transaction(s) (Instr. 3 and 4)

Price

(2)

Common Stock

05/20/2010

Code V Amount 13,136.289 Α

(D) Α (1)

(A)

or

41,406.7005 D

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

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.

SEC 1474 (9-02)

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

#### Edgar Filing: HAMILTON JUDITH H - Form 4

1. Title of	2.	3. Transaction Date (Month/Day/Year)		4.	5.	6. Date Exercisabl		7. Title and	8. Price of	9. Nu Doris
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transacti Code (Instr. 8)	orNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	5	)	Amount of Underlying Securities (Instr. 3 and 4)	Derivative Security (Instr. 5)	Deriv Secur Bene Own Follo Repo Trans (Instr
				Code V	,	Date Exp Exercisable Date		Title Amount or Number of Shares		

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
rr a g a m a m a m a m	Director	10% Owner	Officer	Other			
HAMILTON JUDITH H							
111 SOUTH WACKER DRIVE	X						
CHICAGO, IL 60606							

## **Signatures**

Jennifer Reiners, pursuant to power of attorney 05/24/2010

\*\*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).
- Company granted restricted stock units issued pursuant to Rule 16b-3 Plan. The restricted stock units are payable in shares of common
- (1) stock in three equal annual installments on the anniversary of the grant date or when the reporting person ceases to be a director, if earlier. Additionally, the reporting person may defer payment of any vesting of shares until the date such person ceases to be a director.
- (2) Includes 4,563 shares held directly and 36,843.7005 restricted stock units.

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.

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