

DONNELLEY R R & SONS CO
 Form 5
 February 10, 2005

FORM 5

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

OMB APPROVAL
 OMB Number: 3235-0362
 Expires: January 31, 2005
 Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
 DONNELLEY JAMES R

2. Issuer Name and Ticker or Trading Symbol
 DONNELLEY R R & SONS CO [RRD]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2004

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

360 N MICHIGAN AVE, SUITE 1009

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

CHICAGO, IL 60601

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D) Amount Price			
Common Stock (1)	01/05/2004	Â	G	6,579 D \$ (2)	168,994	D	Â
Common Stock (1)	03/11/2004	Â	G	250 D \$ (2)	163,544 (3)	D	Â
Common Stock (1)	04/07/2004	Â	G	350 D \$ (2)	163,194	D	Â
	05/13/2004	Â	G	350 D \$ (2)	162,844	D	Â

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Common Stock <u>(1)</u>									
Common Stock <u>(1)</u>	06/18/2004	Â	G	1,000	D	\$ <u>(2)</u>	161,844	D	Â
Common Stock <u>(1)</u>	11/09/2004	Â	G	637	D	\$ <u>(2)</u>	155,207 <u>(4)</u>	D	Â
Common Stock <u>(1)</u>	11/23/2004	Â	G	600	D	\$ <u>(2)</u>	149,600 <u>(5)</u>	D	Â
Common Stock <u>(1)</u>	11/30/2004	Â	G	2,180	D	\$ <u>(2)</u>	147,420	D	Â
Common Stock <u>(1)</u>	11/30/2004	Â	G	2,000	A	\$ <u>(2)</u>	60,695	I	By Spouse
Common Stock <u>(1)</u>	01/05/2004	Â	J ⁽⁶⁾	11,197	A	\$ <u>(6)</u>	867,180	I	Proportionate ownership of family trusts of which reporting person is co-trustee.
Common Stock <u>(1)</u>	01/05/2004	Â	G	1,462	A	\$ <u>(2)</u>	868,642	I	Proportionate ownership of family trusts of which reporting person is co-trustee.
Common Stock <u>(1)</u>	01/05/2004	Â	G	1,462	D	\$ <u>(2)</u>	867,180	I	Proportionate ownership of family trusts of which reporting person is co-trustee.
Common Stock <u>(1)</u>	01/21/2004	Â	G	2,097	D	\$ <u>(2)</u>	865,083	I	Proportionate ownership of family trusts of which reporting person is co-trustee.
Common Stock <u>(1)</u>	04/01/2004	Â	J ⁽⁶⁾	10,999	A	\$ <u>(6)</u>	876,082	I	Proportionate ownership of family trusts of which reporting person is

Common Stock <u>(1)</u>	05/25/2004	Â	G	172	D	\$ <u>(2)</u>	875,910	I	co-trustee. Proportionate ownership of family trusts of which reporting person is co-trustee.
Common Stock <u>(1)</u>	07/01/2004	Â	J ⁽⁶⁾	10,281	A	\$ <u>(6)</u>	886,191	I	Proportionate ownership of family trusts of which reporting person is co-trustee.
Common Stock <u>(1)</u>	10/01/2004	Â	J ⁽⁶⁾	10,839	A	\$ <u>(6)</u>	897,030	I	Proportionate ownership of family trusts of which reporting person is co-trustee.
Common Stock <u>(1)</u>	11/02/2004	Â	G	699	D	\$ <u>(2)</u>	896,331	I	Proportionate ownership of family trusts of which reporting person is co-trustee.
Common Stock <u>(1)</u>	11/22/2004	Â	G	420	D	\$ <u>(2)</u>	895,911	I	Proportionate ownership of family trusts of which reporting person is co-trustee.
Common Stock <u>(1)</u>	Â	Â	Â	Â	Â	Â	187,297	I	Trustee and Life Beneficiary

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

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SEC 2270
(9-02)

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

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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)	8. Price of Derivative Security (Instr. 5)	9. Price of Underlying Security (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DONNELLEY JAMES R 360 N MICHIGAN AVE SUITE 1009 CHICAGO, IL 60601	X			

Signatures

/s/ James R. Donnelley 02/03/2005

__Signature of Date
Reporting Person

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) Common Stock, par value \$1.25 per share, with right to purchase Series A Junior Participating Preferred Stock attached thereto.
- (2) Shares disposed of/acquired as bona fide, completed gift.
- (3) Figure reflects 3/11/04 sale of 5,200 shares of common stock, previously reported on Form 4.
- (4) Figure reflects 9/13/04 sale of 6,000 shares of common stock, previously reported on Form 4.
- (5) Figure reflects 11/15/04 sale of 6,000 shares of common stock, and 11/16/04 cashless exercise of options resulting in net gain of 993 shares, all previously reported on Form 4.
- (6) Acquisition in satisfaction of annuity payment from Nicole C. Power GRAT #1.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.