RR Donnelley & Sons Co Form 4 May 30, 2006

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

Check this box if no longer

subject to Section 16. Form 4 or Form 5

obligations may continue. See Instruction 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

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person \* **CUMMINGS ROBERT F JR** 

(First) (Middle) (Last)

(Street)

77 WEST WACKER DRIVE

CHICAGO, IL 60601

2. Issuer Name and Ticker or Trading

Symbol

RR Donnelley & Sons Co [RRD] 3. Date of Earliest Transaction

(Month/Day/Year) 05/25/2006

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

**OMB APPROVAL** 

3235-0287

January 31,

7. Nature of

Ownership

(Instr. 4)

Indirect

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

X\_ Director 10% Owner Other (specify Officer (give title

6. Individual or Joint/Group Filing(Check

below)

Applicable Line)

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

Form: Direct

(Instr. 4)

(D) or Indirect Beneficial

Person

Securities

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 4. Securities 5. Amount of 6. Ownership

1.Title of 2. Transaction Date 2A. Deemed Security (Instr. 3)

(Month/Day/Year) Execution Date, if (Month/Day/Year)

TransactionAcquired (A) or Code Disposed of (D) (Instr. 8)

Code V Amount (D) Price

(Instr. 3, 4 and 5)

(A)

or

Beneficially Owned Following Reported Transaction(s)

(Instr. 3 and 4)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Conversion Security or Exercise (Instr. 3) Price of

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if (Month/Day/Year)

5. Number of 4. TransactionDerivative Code Securities Acquired

(Instr. 8) (A) or Disposed of

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

### Edgar Filing: RR Donnelley & Sons Co - Form 4

	Derivative Security				(D) (Instr. 3, 4, and	. 5)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Restricted Stock Units	<u>(1)</u>	05/25/2006	A		5,609.2241		(2)	(2)	Common Stock (3)	5,609.2

## **Reporting Owners**

Reporting Owner Name / Address	Relationships							
reporting o where there is a real constant of the constant of	Director	10% Owner	Officer	Other				
CUMMINGS ROBERT F JR 77 WEST WACKER DRIVE CHICAGO, IL 60601	X							

# **Signatures**

Jennifer Reiners, pursuant to Power of
Attorney

\*\*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).
- (1) One restricted stock unit is equal to one share of common stock.
- One third of the restricted stock units are payable in shares of common stock or cash on the third anniversary of the grant date or, at the election of the reporting person, when the reporting person ceases to be a director and the other two thirds are payable in shares of common stock or cash when the reporting person ceases to be a director.
- (3) Common Stock, and rights to purchase Series A Junior Participating Preferred Stock attached thereto.
- (4) Company granted restricted stock units issued pursuant to Rule 16b-3 Plan.

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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