RR Donnelley & Sons Co Form 4 May 30, 2008

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

**OMB APPROVAL** 

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may continue. See Instruction

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

1(b).

(Print or Type Responses)

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

2. Issuer Name and Ticker or Trading Symbol

RR Donnelley & Sons Co [RRD]

5. Relationship of Reporting Person(s) to

Issuer

(First) (Last)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year)

Filed(Month/Day/Year)

05/28/2008

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

6. Individual or Joint/Group Filing(Check

(Check all applicable)

below)

111 SOUTH WACKER DRIVE

(Street)

4. If Amendment, Date Original

Applicable Line)

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

Person

CHICAGO, IL 60606

(State) (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) Execution Date, if

(Month/Day/Year)

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

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4) (Instr. 4)

Reported (A) Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price

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

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

Execution Date, if

5. Number of 4. TransactionDerivative Code Securities Acquired 6. Date Exercisable and **Expiration Date** (Month/Day/Year)

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

(Instr. 3) Price of (Month/Day/Year) (Instr. 8) (A) or Disposed of

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	Derivative (D) Security (Instr. 3, 4, and 5)									
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Restricted Stock Units	(1)	05/28/2008	A		7,458.0485		(2)	(2)	Common Stock	7,458.0

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
Reporting 6 wher reduce, reducess	Director	10% Owner	Officer	Other			
HAMILTON JUDITH H 111 SOUTH WACKER DRIVE CHICAGO, IL 60606	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.
- (2) The restricted stock units are payable in shares of common stock or cash and vest in three equal annual installments on the anniversary of the grant date or when the reporting person ceases to be a director, if earlier.
- (3) 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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