CHADEN LEE A Form 4 April 02, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

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

obligations

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * CHADEN LEE A			2. Issuer Name and Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer		
			RR Donnelley & Sons Co [RRD			D]	(Check all applicable)		
(Last)	(First) (M	fiddle) 3. D	ate of Earliest Tr	ansaction					
			(Month/Day/Year)				_X_ Director		6 Owner
C/O RR DONNELLEY, 111 S. WACKER DRIVE			04/01/2009				Officer (gives	ve title Oth below)	er (specify
	(Street)	f Amendment, Date Original				6. Individual or Joint/Group Filing(Check			
CHICAGO,	IL 60606	Filed	Filed(Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Table I - Non-D	erivative S	Securi	ties Ac	quired, Disposed	of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	e 2A. Deemed Execution Datany (Month/Day/Y	Code	4. SecurionAcquirec Disposec (Instr. 3,	(A) or (A) or))	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	04/01/2009		M	406	A	<u>(1)</u>	406	D	

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

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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. Transacti Code (Instr. 8)	5. Numbe onof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	Expiration I (Month/Day	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(2)	04/01/2009		M	406	(3)	(3)	Common Stock	406	<u>(4)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
CHADEN LEE A C/O RR DONNELLEY 111 S. WACKER DRIVE CHICAGO, IL 60606	X					

Signatures

Jennifer Reiners, pursuant to power of attorney 04/02/2009

**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) Shares acquired upon vesting and conversion of Company restricted stock units granted in accordance with Rule 16b-3.
- (2) Each restriected stock unit represens the right to receive, at the Company's election, one share of common stock or cash in an amount equal to the fair market value of a share of common stock on the date of vesting.
- (3) The restricted stock units 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.
- (4) Company restricted stock units granted in accordance with Rule 16b-3.

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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