POPE JOHN C Form 4 May 27, 2009

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

January 31, 2005

0.5

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**OMB APPROVAL** 

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

Check this box

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

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

See Instruction

POPE JOHN C				2. Issuer Name and Ticker or Trading Symbol						Issuer  (Check all applicable)			
				RR Do	RR Donnelley & Sons Co [RRD]								
(Last) (First) (Middle)  111 SOUTH WACKER DRIVE				3. Date of Earliest Transaction (Month/Day/Year) 05/25/2009						_X_ Director 10% Owner Officer (give title below) Other (specify below)			
(Street) CHICAGO, IL 60606				4. If Amendment, Date Original Filed(Month/Day/Year)						6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
	(City)	(State)	(Zip)	Ta	ble I - No	n-Deriv	ativ	e Sec	urities A	cquired, Dispose	d of, or Benef	icially Owned	
	1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any (Month/Da	Date, if	3. Transac Code (Instr. 8	ion(A) on (Instr.	Di 3,	spose		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	05/25/2009			M	2,233	3	A	<u>(1)</u>	33,411.4997	D		
	Common Stock	05/25/2009			F	559		D	\$ 12.89	32,293.4997 (2)	D		
	Common Stock									15,974	I	In trust as deferred compensation	
	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

required to respond unless the form displays a currently valid OMB control (9-02)

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#### number.

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

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. 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. P Der Sec (Ins
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(3)	05/25/2009		M	2,233	<u>(4)</u>	<u>(4)</u>	Common Stock	2,233	

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			

POPE JOHN C 111 SOUTH WACKER DRIVE X CHICAGO, IL 60606

## **Signatures**

Jennifer Reiners, pursuant to power of attorney 05/27/2009

\*\*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) Common Stock issued upon vesting of restricted stock uint pursuant to Rule 16b-3 Plan.
- (2) Includes 27,830.4997 restricted stock units payable in common stock.
- (3) One restricted stock unit is equal to one share of Common Stock.
- As granted, one third of the restricted stock units were 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 were payable in shares of common stock or cash when the reporting person ceases to be a director. This Form 4 reflects the vesting of the first one third of the restricted stock units.
- (5) 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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