RR Donnelley & Sons Co Form 4 October 04, 2016

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

3235-0287 Number: January 31,

OMB APPROVAL

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burden hours per response...

5. Relationship of Reporting Person(s) to

X Form filed by One Reporting Person Form filed by More than One Reporting

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

(Print or Type Responses)

1. Name and Address of Reporting Person *

1(b).

Carroll Thomas M III			Symbol RR Donnelley & Sons Co [RRD]	Issuer (Check all applicable)			
(Last)		Middle)	3. Date of Earliest Transaction (Month/Day/Year)	Director 10% Owner			
	ONNELLEY & S , 35 WEST WAC		10/01/2016	_X_ Officer (give title Other (specify below) See Remarks			
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line)			

2. Issuer Name and Ticker or Trading

CHICAGO, IL 60601

(City)	(State) (Z	Zip) Table	e I - Non-Do	erivative Securities Ac	quired, Disposed	of, or Beneficia	lly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	onAcquired (A) or	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	Disposed of (D)	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)	Owned	Indirect (I)	Ownership
					Following	(Instr. 4)	(Instr. 4)
				/ 4.5	Reported	(Instr. 4) (Instr. 4)	
				(A)	Transaction(s)		

(Instr. 3 and 4) Code V Amount (D) Price

Common 10/01/2016 $0^{(1)}$ A \$0 $7,126 \frac{(1)}{2}$ D Stock

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)

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						`
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	Date	Title	Number		
						Lacroisdoic	Dute		of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Carroll Thomas M III C/O R. R. DONNELLEY & SONS COMPANY 35 WEST WACKER DRIVE CHICAGO, IL 60601

See Remarks

Signatures

/s/ Deborah L. Steiner, Deborah L. Steiner, Attorney-in-Fact for Thomas M. Carroll III

10/04/2016

**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).

Thomas M. Carroll III has been awarded restricted stock units ("RSUs") with a value of \$450,000, pursuant to the R. R. Donnelley & Sons Company Non-Employee Director Compensation Plan. The number of shares of common stock owned does not reflect ownership of

(1) RSUs because the number of RSUs will be determined based on a ten trading day value weighted average price of R. R. Donnelley & Sons Company ("RRD") common stock following the date of grant. Mr. Carroll's RSUs will vest ratably in three equal installments on the first three anniversaries of the date of grant, subject to Mr. Carroll's continued employment with RRD. The Reporting Person will amend this Form 4 when such information is available.

Remarks:

Executive Vice President and Chief Administrative Officer

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.

Reporting Owners 2