

POPE JOHN C
Form 4
May 25, 2010

FORM 4

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

OMB APPROVAL

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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. Name and Address of Reporting Person *
POPE JOHN C

(Last) (First) (Middle)
111 SOUTH WACKER DRIVE
(Street)
CHICAGO, IL 60606
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
RR Donnelley & Sons Co [RRD]

3. Date of Earliest Transaction
(Month/Day/Year)
05/21/2010

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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)
			Code	V	Amount	(D)	Price
Common Stock (withholding for tax liability)	05/21/2010		F		1,659	D	\$ 44,489.8068 18.53 (1)
Common Stock	05/24/2010		M		1,999	A	(2) 46,488.8068 (3)
Common Stock (withholding for tax liability)	05/24/2010		F		500	D	\$ 18.4 45,988.8068 (4)

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- (3) Includes 13,977 shares owned directly and 32,511.8068 restricted stock units.
- (4) Includes 13,477 shares owned directly and 32,511.8068 restricted stock units.
- (5) 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

- (6) 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.
- (7) 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.

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