Edgar Filing: CHADEN LEE A - Form 4

Form 4	EE A										
June 01, 201	1								<u></u>		
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION								OMB AF OMB Number:	3235-0287		
Check this	s box	Washington, D.C. 20549								January 31,	
if no long subject to Section 10 Form 4 or	SIAIE NI 6.	ENT OF (GES IN I SECUR		CIA	L OW	NERSHIP OF	Expires: Estimated a burden hou response			
Form 5 obligations may continue. See Instruction 1(b). 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 R	lesponses)										
CHADEN LEE A Symb			ymbol	Name and			-	5. Relationship of Reporting Person(s) to Issuer			
				Donnelley & Sons Co [RRD] te of Earliest Transaction				(Check all applicable)			
(Mont				nth/Day/Year)				X_ Director 10% Owner Officer (give title Other (specify below) below)			
			ndment, Date Original nth/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person 				
CHICAGO, IL 60606								Form filed by More than One Reporting Person			
(City)	(State) (Zip)	Table	I - Non-D	erivative S	Securi	ties Acc	quired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution I any (Month/Day	Date, if Transaction(A) or Disposed of Code (D) //Year) (Instr. 8) (Instr. 3, 4 and 5) (A)			Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)				
Common				Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
Stock (withheld for tax liability)	05/28/2011			F <u>(2)</u>	622	D	\$ 20.9	45,731.9273 (1)	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)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transactio Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date	Amou Unde Secur	le and unt of rlying rities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Ownd Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer	Other			
CHADEN LEE A C/O RR DONNELLEY 111 S. WACKER DRIVE CHICAGO, IL 60606	Х						
Signatures							
Jennifer Reiners, pursuant to peattorney		06/01/2011					
**Signature of Reporting Perso		Date					
Evaluation of Responses:							

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 were withheld as payment of a tax liability incident to vesting of restricted stock units issued in accordance with Rule 16b-3.
- (2) Includes 19,256 shares owned directly and 26,475.9273 restricted stock units.

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.