

MORGAN JOSEPH P JR
Form 4
March 04, 2010

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
MORGAN JOSEPH P JR

2. Issuer Name and Ticker or Trading Symbol
STANDARD REGISTER CO [SR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
THE STANDARD REGISTER
COMPANY, 600 ALBANY
STREET

3. Date of Earliest Transaction
(Month/Day/Year)
03/02/2010

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

(Street)
DAYTON, OH 45417

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

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

(City) (State) (Zip)

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock ⁽¹⁾	03/02/2010		A		85,911 ₍₂₎	A	\$ 5.82
					95,939.65	D	

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

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(9-02)

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. Transaction 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 Security (Instr. 3 and 4)
Option to buy ⁽¹⁾	\$ 5.82	03/02/2010		A	185,208	03/02/2011 ⁽³⁾ 03/02/2020	Common Stock 185,208

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MORGAN JOSEPH P JR THE STANDARD REGISTER COMPANY 600 ALBANY STREET DAYTON, OH 45417	X		President and CEO	

Signatures

/s/Gerard D. Sogar, by power of attorney for Joseph P. Morgan, Jr.

03/03/2010

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) Awarded pursuant to The Standard Register Company 2002 Equity Incentive Compensation Plan.

The vesting of these grants of performance-based restricted stock is conditioned upon the Company achieving certain operating profit objectives as described in more detail in the form of performance restricted stock agreement attached to the 8-K filed by the Company on February 24, 2010.

(3) The options are exercisable in equal increments on 3/2/11, 3/2/12, 3/2/13, and 3/2/14.

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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