

Knotts Daniel L.  
Form 4  
March 31, 2010

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
Knotts Daniel L.

(Last) (First) (Middle)

C/O RR DONNELLEY, 111 S. 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)  
03/29/2010

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)  
Group President

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                    | 03/29/2010                           |  | M                              |   | 20,000  | A  | \$ 18.8   |
| Common Stock                    | 03/29/2010                           |  | M                              |   | 54,530  | A  | \$ 7.09   |
| Common Stock                    | 03/29/2010                           |  | S                              |   | 74,530  | D  | \$ 21.4366  |
|                                 |                                      |  |                                |   |   |  | 299,984 <sup>(2)</sup>                                |
|                                 |                                      |  |                                |   |   |  | <sup>(1)</sup>  |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form**

SEC 1474 (9-02)

**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)

| 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 Securities (Instr. 3 and 4) | Amount or Number of Shares |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                      | Amount or Number of Shares |
| Employee Stock Option (right to buy)       | \$ 18.8  | 03/29/2010                           |  | M                              | 20,000  | <u>(3)</u>   | 03/26/2013  | Common Stock               | 20,000                     |
| Employee Stock Option (right to buy)       | \$ 7.09  | 03/29/2010                           |  | M                              | 54,530  | <u>(5)</u>   | 03/02/2019  | Common Stock               | 54,530                     |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                 |       |
|--|---------------|-----------|-----------------|-------|
|  | Director      | 10% Owner | Officer         | Other |
| Knotts Daniel L.<br>C/O RR DONNELLEY<br>111 S. WACKER DRIVE<br>CHICAGO, IL 60606 |               |           | Group President |       |

## Signatures

Jennifer Reiners, pursuant to power of attorney  
03/30/2010  
Date

\*\*Signature of Reporting Person

## 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).

The reported price represents a weighted average sale price. The range of prices at which common stock was sold was \$21.40 to \$21.4875 (1) per share. The Reporting Person undertakes to provide to the staff, the issuer or a security holder full information regarding the number of shares sold at each separate price.

## Edgar Filing: Knotts Daniel L. - Form 4

- (2) Includes 72,253 shares held directly by Mr. Knotts, 1,202 shares held jointly with Mr. Knott's spouse, 135 shares held through dividend reinvestment plan and 226,394 restricted stock units.
- (3) The option vested in whole on 3/26/2007.
- (4) Company granted option issued pursuant to Rule 16b-3 Plan.
- (5) The option, representing a right to purchase a total of 218,120 shares, vests in four equal annual installments beginning on March 2, 2010.

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.