POPE JOHN C Form 4 May 25, 2010

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Washington, D.C. 20549

if no longer subject to Section 16. Form 4 or Form 5

Check this box

SECURITIES obligations may continue.

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

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Issuer POPE JOHN C Symbol RR Donnelley & Sons Co [RRD] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) _X__ Director 10% Owner Officer (give title Other (specify 111 SOUTH WACKER DRIVE 05/21/2010 below) (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting CHICAGO, IL 60606 Person

(City)	(State) (Zi	Table 1	I - Non-De	rivative S	ecurit	ies Acqui	red, Disposed of,	or Beneficial	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Code (Instr. 8)	4. Securion(A) or D (Instr. 3,	ispose 4 and (A) or	d of (D)	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)
Common Stock (withholding for tax liability)	05/21/2010		F	1,659	, ,	\$ 18.53	44,489.8068 (1)	D	
Common Stock	05/24/2010		M	1,999	A	<u>(2)</u>	46,488.8068 (3)	D	
Common Stock (withholding for tax liability)	05/24/2010		F	500	D	\$ 18.4	45,988.8068 (4)	D	

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

Common Stock In trust as deferred compensation

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

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SEC 1474

(9-02)

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. Transacti Code (Instr. 8)	5. Number on f Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pr Derri Secu (Ins
				Code V	and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	<u>(5)</u>	05/24/2010		M	1,999	<u>(6)</u>	<u>(6)</u>	Common Stock	1,999	

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
POPE IOHN C							

POPE JOHN C 111 SOUTH WACKER DRIVE X CHICAGO, IL 60606

Signatures

Jennifer Reiners, pursuant to power of attorney 05/25/2010

**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) Includes 11,978 shares owned directly and 32,511.8068 restricted stock units.
- (2) Shares acquired upon vesting and conversion of Company restricted stock units granted in accordance with Rule 16b-3.

Reporting Owners 2

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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 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. 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.