

RR DONNELLEY & SONS CO

Reported by
CARROLL THOMAS M III

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 12/12/16 for the Period Ending 12/08/16

Address	35 WEST WACKER DRIVE CHICAGO, IL 60601
Telephone	312.326.8000
CIK	0000029669
Symbol	RRD
SIC Code	2750 - Commercial Printing
Industry	Commercial Printing Services
Sector	Industrials
Fiscal Year	12/31

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 or
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * Carroll Thomas M III <small>(Last) (First) (Middle)</small> C/O RR DONNELLEY & SONS COMPANY, 35 W. WACKER DRIVE <small>(Street)</small> CHICAGO, IL 60601 <small>(City) (State) (Zip)</small>	2. Issuer Name and Ticker or Trading Symbol RR Donnelley & Sons Co [RRD]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> X Officer (give title below) <input type="checkbox"/> Other (specify below) EVP & CAO
3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">12/8/2016</p>		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

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

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	(A) or (D)	Price			
Common Stock	12/8/2016		A		2220 <small>(1)</small>	A	\$0.00	71195 <small>(2)</small>	D	

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

(Reflects the number of shares of R.R. Donnelley & Sons Company ("RRD") common stock underlying time-based restricted stock units ("RSUs") resulting from an equitable adjustment of RRD performance share units on December 8, 2016, pursuant to the Separation and Distribution Agreement by and among RRD, LSC Communications, Inc. and Donnelley Financial Solutions, Inc., following the measurement and certification of RRD performance through September 30, 2016 by the RRD Human Resources Committee. The RSUs will vest in full on March 2, 2018, subject to continued employment with RRD.

(Amount reflects 7,126 shares of common stock, as well as 64,069 RSUs.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Carroll Thomas M III C/O RR DONNELLEY & SONS COMPANY 35 W. WACKER DRIVE CHICAGO, IL 60601			EVP & CAO	

Signatures

/s/ Deborah L. Steiner, Attorney-in-fact for Thomas M. Carroll III

12/9/2016

**Signature of Reporting Person

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.