

ABRAHAM WILLIAM J JR
Form 4
September 12, 2011

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 *
ABRAHAM WILLIAM J JR

2. Issuer Name and Ticker or Trading Symbol
Quad/Graphics, Inc. [QUAD]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

C/O QUAD/GRAPHICS, INC., N63
W23075 HIGHWAY 74

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

(Street)

SUSSEX, WI 53089

(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 |
| Class A Common Stock | 09/08/2011 | | P | | 5,000 | A | | \$ 20.4438 |
| | | | | | | | | 9,784 |
| | | | | | | | | (1) |

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)

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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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|

| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|-----------------------------|-----------------|--|--|------|---|-----|-----|------------------|-----------------|----------------------|----------------------------|
| Stock Option (Right to Buy) | \$ 36.5 | | | | | | | (2) | 01/31/2014 | Class A Common Stock | 2,500 |
| Stock Option (Right to Buy) | \$ 41.25 | | | | | | | (3) | 01/31/2017 | Class A Common Stock | 7,500 |
| Stock Option (Right to Buy) | \$ 29.77 (4) | | | | | | | (5) | 01/31/2018 | Class A Common Stock | 2,500 |
| Stock Option (Right to Buy) | \$ 15.77 (4) | | | | | | | (6) | 01/31/2019 | Class A Common Stock | 2,500 |
| Stock Option (Right to Buy) | \$ 17.02 (4) | | | | | | | (7) | 01/31/2020 | Class A Common Stock | 7,500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| ABRAHAM WILLIAM J JR C/O QUAD/GRAPHICS, INC. N63 W23075 HIGHWAY 74 SUSSEX, WI 53089 | X | | | |

Signatures

/s/ Andrew R. Schiesl,
Attorney-In-Fact

09/09/2011

__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) The price in Column 4 is a weighted average price. The prices actually paid ranged from \$20.39 to \$20.45. The reporting person has provided to the issuer, and will provide to any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares purchased at each price within the range for all transactions reported in this Form 4 utilizing a weighted average price.

(2) Vests with respect to 1/3 of the underlying shares of class A common stock on each of the first three anniversaries of the January 1, 2004 grant date, and becomes exercisable to the extent vested on the third and sixth anniversaries of the grant date, a change of control of Quad/Graphics, Inc. or a separation from service.

(3) Vests with respect to 1/3 of the underlying shares of class A common stock on each of the first three anniversaries of the January 1, 2007 grant date, and becomes exercisable to the extent vested on the third and sixth anniversaries of the grant date, a change of control of Quad/Graphics, Inc. or a separation from service.

(4) The exercise price of this option is subject to reduction by the amount of any non-tax cash dividends paid by the Company on the underlying stock.

(5) Vests with respect to 1/3 of the underlying shares of class A common stock on each of the first three anniversaries of the January 1, 2008 grant date, and becomes exercisable to the extent vested on the third and sixth anniversaries of the grant date, a change of control of Quad/Graphics, Inc. or a separation from service.

(6) Vests with respect to 1/3 of the underlying shares of class A common stock on each of the first three anniversaries of the January 1, 2009 grant date, and becomes exercisable to the extent vested on the third and sixth anniversaries of the grant date, a change of control of Quad/Graphics, Inc. or a separation from service.

(7) Vests with respect to 1/3 of the underlying shares of class A common stock on each of the first three anniversaries of the January 1, 2010 grant date, and becomes exercisable to the extent vested on the third and sixth anniversaries of the grant date, a change of control of Quad/Graphics, Inc. or a separation from service.

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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