

RR Donnelley & Sons Co
 Form 4
 May 30, 2006

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 *
WOLF STEPHEN M

 (Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
RR Donnelley & Sons Co [RRD]

5. Relationship of Reporting Person(s) to Issuer

 (Check all applicable)

**C/O RR DONNELLEY, CORP
 SEC., 77 WEST WACKER DRIVE**

 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
05/25/2006

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

CHICAGO, IL 60601

 (City) (State) (Zip)

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

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Amount | | |
| | | | | Code | V | | Price |

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 displays a currently valid OMB control number. 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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities Acquired | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|---|--|---|
| | | | | | | | |

Edgar Filing: RR Donnelley & Sons Co - Form 4

| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
|------------------------------|------------------------------------|------------------|------------|---|------|---|-----|-----|---------------------|--------------------|---------------------|----------------------------|
| Restricted Stock Units | (1) | 05/25/2006 | A | 9,348.7068 | | | (2) | (2) | | | Common Stock (3) | 9,348.7 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| WOLF STEPHEN M C/O RR DONNELLEY, CORP SEC. 77 WEST WACKER DRIVE CHICAGO, IL 60601 | X | | | |

Signatures

Jennifer Reiners, pursuant to Power of Attorney 05/30/2006

__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) One restricted stock unit is equal to one share of common stock.

(2) One third of the restricted stock units are 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 are payable in shares of common stock or cash when the reporting person ceases to be a director.

(3) Common Stock, and rights to purchase Series A Junior Participating Preferred Stock attached thereto.

(4) 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.