ALLEN MICHAEL B

Form 4

March 27, 2003

SEC Form 4

## FORM 4

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

#### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

OMB APPROVAL

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

1. Name and Address of Reporting
Person\*
Allen, Michael

(Last) (First)
 (Middle)

77 W. Wacker Drive

(Street)
Chicago, IL 60601

(City) (State)
 (Zip)

2. Issuer Name and Ticker or Trading Symbol

R.R. Donnelley & Sons Company DNY

3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) 4. Statement for (Month/Day/Year

03/26/2003

5. If Amendment, Date of Original (Month/Day/Year) 6. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Description <u>Executive Vice</u> <u>President, RR Donnelley Print</u> <u>Solutions</u>

- 7. Individual or Joint/Group Filing (Check Applicable Line)
- X 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 h(A) or Disposed Of (D) (Instr. 3, 4, and 5)			5. Amount of Securities Beneficially Owned Following	6. Owner-ship Form: Direct (D)	7. Nature of Indirect Beneficial Ownership		
			Code	٧	Amount	A/D	Price	Reported Transaction(s)  (Instr. 3 and 4)	or Indirect (I) (Instr. 4)	(Instr. 4)		
Common Stock(1)	03/26/2003		Α		10,000	А	\$18.80	41,797(2)	D			

	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	3. Transaction Date (Month/ Day/	3A. Deemed Execution Date, if any	4. Transactio Code (Instr.8)	5. Number of Derivative Securities Acquired (A) or Disposed Of (D)	6. Date Exercisable(DE) and Expiration Date(ED) (Month/Day/Yea	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr.5)	9. Number of Derivative Securities Beneficially Owned Following			

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	Security	Year)	(Month/ Day/ Year)			(Instr. 3, 4 and 5)							Reported Transaction( (Instr.4)
				Code	٧	А	D	DE	ED	Title	Amount or Number of Shares		
Employee Stock Option (Right to Buy)	\$18.80	03/26/2003		А		30,000		(3)	03/25/2013	Common Stock	30,000	(4)	30,000

**Explanation of Responses:** 

- (1) Common Stock, and rights to purchase Series A Junior Participating Preferred Stock attached thereto.
- (2) Includes shares acquired pursuant to 401(k) Plan.
- (3) The option becomes exercisable as follows: 20% after one year, 40% after two years, 60% after three years and 100% after four years.
- (4) Company granted stock option issued pursuant to Rule 16b-3 Plan.

y: Date:

### /s/ Jennifer Reiners, pursuant to a power of attorney

03/27/2003

\*\* Signature of Reporting Person

SEC 1474 (9-02)

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.

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.