DONNELLEY JAMES R

Form 4

March 31, 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

OMB APPROVAL

OMB Number: 3235-0287

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1940

1. Name and Address of Reporting Person* Donnelley, James R.

(Last)

(First) (Middle)

c/o Monica Fohrman, RR Donnelley, Secretary

77 West 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
- 03/27/2003
- 5. If Amendment, Date of Original (Month/Day/Year)
- 6. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Description

- 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)			4. Securities Acquired (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	>	Amount	A/D	Price	Reported Transaction(s) (Instr. 3 and 4)	or Indirect (I) (Instr.	(Instr. 4)		

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. Transactio Code (Instr.8)	5. Number of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)	6. Date Exercisable(DE) and Expiration Date(ED) (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr.5)	9. Numb Derivi Secui Benei Owne Follov Repo Trans (Instr.		

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			Code	>	Α	D	DE	ED	Title	Amount or Number of Shares		
Option (Right to Buy)	\$18.68	03/27/2003	A		4282		03/26/2004	03/26/2013	Common Stock (1)	4282	(2)	428

Explanation of Responses:

- (1) Common Stock and rights to purchase Series A Junior Participating Preferred Stock attached thereto.
- (2) Director stock option granted pursuant to Rule 16b-3 Plan.

Ву:

/s/ Jennifer Reiners, Pursuant to a Power of Attorney

03/31/2003

Date:

** 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.