

DONNELLEY R R & SONS CO
 Form 4
 November 12, 2004

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 *
 SANSONE RICHARD T

2. Issuer Name and Ticker or Trading Symbol
 DONNELLEY R R & SONS CO [RRD]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 11/10/2004

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Vice President and Controller

77 WEST WACKER DRIVE

(Street)

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

CHICAGO, IL 60601

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock ⁽²⁾	11/10/2004		M		1,260	A	\$ 16.84
Common Stock ⁽²⁾	11/10/2004		M		22,050	A	\$ 17.6
Common Stock ⁽²⁾	11/10/2004		S		20,000	D	\$ 34.55
Common Stock ⁽²⁾	11/10/2004		S		300	D	\$ 34.56
Common Stock ⁽²⁾	11/10/2004		S		800	D	\$ 34.57

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Common Stock <u>(2)</u>	11/10/2004	S	1,910	D	\$ 34.6	35,623	D
Common Stock <u>(2)</u>	11/10/2004	S	300	D	\$ 34.61	35,323 <u>(3)</u>	D

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

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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. 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)	Amount or Number of Shares			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 16.84	11/10/2004		M		1,260	<u>(1)</u>	12/24/2011		Common Stock <u>(2)</u>	1,260
Employee Stock Option (Right to Buy)	\$ 17.6	11/10/2004		M		22,050	<u>(1)</u>	10/17/2012		Common Stock <u>(2)</u>	22,050

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SANSONE RICHARD T 77 WEST WACKER DRIVE CHICAGO, IL 60601			Vice President and Controller	

Signatures

Jennifer Reiners, pursuant to Power of
Attorney

11/12/2004

__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) All options became exercisable upon consummation of the business combination between the company and Moore Wallace Incorporated on February 27, 2004.
- (2) Common Stock, and rights to purchase Series A Junior Participating Preferred Stock attached thereto.
- (3) Includes 31,500 restricted stock units which vest in 4 equal annual installments beginning 1/13/2005 and 3,193 shares held through an employee stock purchase plan.
- (4) Company granted option 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.