# RR DONNELLEY & SONS CO

Reported by

**SOCKWELL OLIVER R**

# FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 01/06/03 for the Period Ending 01/02/03

| | |
|---|---|
| Address | 111 SOUTH WACKER DRIVE<br>CHICAGO, IL 60606 |
| Telephone | 3123268000 |
| CIK | 0000029669 |
| Symbol | RRD |
| SIC Code | 2750 - Commercial Printing |
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| Sector | Services |
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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 *
**Sockwell, Oliver**

(Last) (First) (Middle)
**c/o Monica Fohrman, Secretary, RR Donnelley**
**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
**01/02/2003**

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) __Other (specify below)

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) | 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. Owner-ship Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | Code | V | Amount | A/D | Price | | | |

**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. Conver-sion or Exercise Price of Deri-vative 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 (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. Number of Derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr.4) | 10. Owner-ship Form of Deriv-ative Securities: Direct (D) or Indirect (I) (Instr.4) | 11. Nature of Indirect Beneficial Ownership (Instr.4) |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | A | D | DE | ED | Title | Amount or Number of Shares | | | | |
| **Phantom Stock** | **1 for 1** | **01/02/01** | | **A** | **V** | **759.8174** | | **(2)** | **(2)** | **Common Stock (1)** | **759.8174** | **$27.375** | | **D** | |
| **Phantom Stock** | **1 for 1** | **03/01/01** | | **A** | **V** | **14.0989** | | **(2)** | **(2)** | **Common Stock (1)** | **14.0989** | **$29.99** | | **D** | |
| **Phantom Stock** | **1 for 1** | **06/01/01** | | **A** | **V** | **13.9832** | | **(2)** | **(2)** | **Common Stock (1)** | **13.9832** | **$30.47** | | **D** | |
| **Phantom Stock** | **1 for 1** | **09/01/01** | | **A** | **V** | **14.9167** | | **(2)** | **(2)** | **Common Stock (1)** | **14.9167** | **$30.03** | | **D** | |
| **Phantom Stock** | **1 for 1** | **12/01/01** | | **A** | **V** | **15.4421** | | **(2)** | **(2)** | **Common Stock (1)** | **15.4421** | **$29.24** | | **D** | |
| **Phantom Stock** | **1 for 1** | **01/02/02** | | **A** | **V** | **702.584** | | **(2)** | **(2)** | **Common Stock (1)** | **702.584** | **$29.605** | | **D** | |
| **Phantom Stock** | **1 for 1** | **03/01/02** | | **A** | **V** | **21.7371** | | **(2)** | **(2)** | **Common Stock (1)** | **21.7371** | **$28.70** | | **D** | |
| **Phantom Stock** | **1 for 1** | **06/03/02** | | **A** | **V** | **21.938** | | **(2)** | **(2)** | **Common Stock (1)** | **21.938** | **$28.675** | | **D** | |
| **Phantom Stock** | **1 for 1** | **09/03/02** | | **A** | **V** | **25.3653** | | **(2)** | **(2)** | **Common Stock (1)** | **25.3653** | **$26.05** | | **D** | |
| **Phantom Stock** | **1 for 1** | **12/01/02** | | **A** | **V** | **29.8357** | | **(2)** | **(2)** | **Common Stock (1)** | **29.8357** | **$21.465** | | **D** | |
| **Phantom Stock** | **1 for 1** | **01/02/03** | | **A** | | **934.6214** | | **(2)** | **(2)** | **Common Stock (1)** | **934.6214** | **$22.255** | **3,632.8917** | **D** | |

**Explanation of Responses:**

(1) Common Stock, and rights to purchase Series A Junior Participating Preferred Stock attached thereto.
(2) The phantom stock will be settled 100% in cash, payable annually in installments or in a lump sum, after the reporting person ceases to be a director.

**By:**

/s/ Jennifer Reiners, Pursuant to a Power of Attorney 01/06/03

** Signature of Reporting Person Date

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.
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