

Quad/Graphics, Inc.
Form 4
April 02, 2014

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 *
Fowler John C

(Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
Quad/Graphics, Inc. [QUAD]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

C/O QUAD/GRAPHICS, INC., N61
W23044 HARRY'S WAY

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/31/2014

____ Director
 Officer (give title below) _____ Other (specify below)
Vice Chairman & EVP

SUSSEX, WI 53089

(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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount (A) or (D) Price | | |
| Class A Common Stock | 03/31/2014 | | A | | 43,860 (1) \$ 0 | D | |
| Class A Common Stock | | | | | 17,471 | I | As co-trustee - HVQ Life Ins. Tr. (2) |
| Class A Common Stock | | | | | 11,488 | I | By 401(a) Plan |

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

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(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 (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) | 8. Deemed Exercise Price (Instr. 3) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Options (Right to Buy) | \$ 13.4708 | | | | | 05/14/2012 | 11/18/2021 | Class A Common Stock | 7,350 |
| Stock Options (Right to Buy) | \$ 19.12 | | | | | 05/14/2012 | 11/18/2021 | Class A Common Stock | 6,500 |
| Stock Options (Right to Buy) | \$ 13.4708 | | | | | 05/14/2012 | 11/18/2021 | Class A Common Stock | 17,500 |
| Stock Options (Right to Buy) | \$ 13.4708 | | | | | 05/14/2012 | 11/18/2021 | Class A Common Stock | 10,000 |
| Stock Options (Right to Buy) | \$ 23.37 | | | | | ⁽³⁾ | 01/31/2017 | Class A Common Stock | 318,000 |
| Stock Options (Right to Buy) | \$ 29.37 | | | | | ⁽⁴⁾ | 01/31/2019 | Class A Common Stock | 30,000 |
| Stock Options | \$ 15.37 | | | | | ⁽⁵⁾ | 01/31/2020 | Class A Common | 30,000 |

| | | | | | | |
|------------------------------|----------|-----|------------|--|----------------------|---------|
| (Right to Buy) | | | | | Stock | |
| Stock Options (Right to Buy) | \$ 16.62 | (6) | 01/31/2020 | | Class A Common Stock | 45,000 |
| Stock Options (Right to Buy) | \$ 41.26 | (7) | 01/01/2021 | | Class A Common Stock | 34,218 |
| Stock Options (Right to Buy) | \$ 14.14 | (8) | 01/01/2022 | | Class A Common Stock | 34,218 |
| Class B Common Stock | (9) | (9) | (9) | | Class A Common Stock | 51,614 |
| Class B Common Stock | (9) | (9) | (9) | | Class A Common Stock | 119,837 |
| Class B Common Stock | (9) | (9) | (9) | | Class A Common Stock | 126,488 |
| Class B Common Stock | (9) | (9) | (9) | | Class A Common Stock | 126,504 |
| Class B Common Stock | (9) | (9) | (9) | | Class A Common Stock | 126,473 |
| Class B Common Stock | (9) | (9) | (9) | | Class A Common Stock | 111,660 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|---------------------|
| | Director | 10% Owner | Officer | Other |
| | | | | Vice Chairman & EVP |

Fowler John C
C/O QUAD/GRAPHICS, INC.
N61 W23044 HARRY'S WAY
SUSSEX, WI 53089

Signatures

/s/ Russell E. Ryba, Attorney-In-Fact for John C.
Fowler

04/02/2014

__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) Includes 43,860 shares of restricted stock granted under the Quad/Graphics, Inc. 2010 Omnibus Incentive Plan that will vest on March 1, 2017.
- (2) As Trustee for the Harry V. Quadracci Life Insurance Trust. The reporting person disclaims beneficial ownership of the reported securities.
- (3) Became exercisable as to 263,940 shares on May 14, 2012, and the remaining shares became exercisable on November 18, 2012.
- (4) Vests and becomes exercisable in two equal annual installments beginning on November 18, 2012.
- (5) Vests and becomes exercisable in three equal annual installments beginning on November 18, 2012.
- (6) Became exercisable as to 14,850 shares on May 14, 2012, and become exercisable ratably over the next three years with respect to the remaining shares beginning on November 18, 2012.
- (7) Vests and becomes exercisable in three equal annual installments beginning on January 1, 2013.
- (8) Vests and becomes exercisable in three equal annual installments beginning on January 1, 2014.
- (9) Class B Common Stock is convertible into Class A Common Stock on a 1-for-1 basis at no cost and has no expiration date.
- (10) As Trustee for the HVQ 1992 Descendants Trust f/b/o H. Richard Quadracci. The reporting person is a trustee of the trust. The reporting person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.
- (11) As Trustee for the HVQ 1992 Descendants Trust f/b/o H. Kathryn Q. Flores. The reporting person is a trustee of the trust. The reporting person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.
- (12) As Trustee for the HVQ 1992 Descendants Trust f/b/o J. Joel Quadracci. The reporting person is a trustee of the trust. The reporting person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.
- (13) As Trustee for the HVQ 1992 Descendants Trust f/b/o Elizabeth Q. Harned. The reporting person is a trustee of the trust. The reporting person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.
- (14) As Trustee for the HRQ 2010 Trust. The reporting person is a trustee of the trust. The reporting person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.

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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