STOKLOSA GREGORY A
Form 4
March 27, 2003
SEC Form 4

FORM 4	UNITED STATES SECURITIES AND EXCHANGE COMMISSION	OMB APPROVAL
[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).	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 Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response. 0.5

| 1. Name and Address of Reporting Person*
Stoklosa, Gregory

(Last) (First) (Middle)
c/o 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)

03/26/2003

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

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

Description **Executive Vice President and Chief Financial Officer**

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			
Common Stock (1)	03/26/2003		A		15,000	D	$18.80	27,468(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. Conver-sion or Exercise Price of Deri-vative	3. Transaction Date (Month/Day/	3A. Deemed Execution Date, if any	4. Transaction Code (Instr.8)	5. Number of Derivative Securities Acquired (A) or Disposed Of (D)	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

1

	Security	Year)	(Month/ Day/ Year)										Reported Transaction((Instr.4)
				Code	V	A	D	DE	ED	Title	Amount or Number of Shares		
Employee Stock Option (Right to Buy)	$18.80	03/26/2003		**A**		60,000		(3)	03/25/2013	**Common Stock (1)**	60,000	(4)	60,000

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) 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.

By: **Date:**

/s/ Jennifer Reiners, Pursuant to 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.