

DONNELLEY R R & SONS CO  
 Form 5  
 February 10, 2005

**FORM 5**

**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).  
 Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
 DONNELLEY JAMES R

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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
 12/31/2004

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

360 N MICHIGAN AVE, SUITE 1009

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

CHICAGO, IL 60601

Form Filed by One Reporting Person  
 Form Filed by More than One Reporting Person

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
|                                 |                                      |  |                                | (A) or (D) Amount Price   |  |  |   |
| Common Stock <sup>(1)</sup>     | 01/05/2004                           | Â  | G                              | 6,579 D \$ <sup>(2)</sup>   | 168,994  | D  | Â   |
| Common Stock <sup>(1)</sup>     | 03/11/2004                           | Â  | G                              | 250 D \$ <sup>(2)</sup>   | 163,544 <sup>(3)</sup>   | D  | Â   |
| Common Stock <sup>(1)</sup>     | 04/07/2004                           | Â  | G                              | 350 D \$ <sup>(2)</sup>   | 163,194  | D  | Â   |
|                                 | 05/13/2004                           | Â  | G                              | 350 D \$ <sup>(2)</sup>   | 162,844  | D  | Â   |

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|                         |            |   |                  |        |   |               |                    |   |   |
|-------------------------|------------|---|------------------|--------|---|---------------|--------------------|---|---|
| Common Stock <u>(1)</u> |            |   |                  |        |   |               |                    |   |   |
| Common Stock <u>(1)</u> | 06/18/2004 | Â | G                | 1,000  | D | \$ <u>(2)</u> | 161,844            | D | Â   |
| Common Stock <u>(1)</u> | 11/09/2004 | Â | G                | 637    | D | \$ <u>(2)</u> | 155,207 <u>(4)</u> | D | Â   |
| Common Stock <u>(1)</u> | 11/23/2004 | Â | G                | 600    | D | \$ <u>(2)</u> | 149,600 <u>(5)</u> | D | Â   |
| Common Stock <u>(1)</u> | 11/30/2004 | Â | G                | 2,180  | D | \$ <u>(2)</u> | 147,420            | D | Â   |
| Common Stock <u>(1)</u> | 11/30/2004 | Â | G                | 2,000  | A | \$ <u>(2)</u> | 60,695             | I | By Spouse   |
| Common Stock <u>(1)</u> | 01/05/2004 | Â | J <sup>(6)</sup> | 11,197 | A | \$ <u>(6)</u> | 867,180            | I | Proportionate ownership of family trusts of which reporting person is co-trustee. |
| Common Stock <u>(1)</u> | 01/05/2004 | Â | G                | 1,462  | A | \$ <u>(2)</u> | 868,642            | I | Proportionate ownership of family trusts of which reporting person is co-trustee. |
| Common Stock <u>(1)</u> | 01/05/2004 | Â | G                | 1,462  | D | \$ <u>(2)</u> | 867,180            | I | Proportionate ownership of family trusts of which reporting person is co-trustee. |
| Common Stock <u>(1)</u> | 01/21/2004 | Â | G                | 2,097  | D | \$ <u>(2)</u> | 865,083            | I | Proportionate ownership of family trusts of which reporting person is co-trustee. |
| Common Stock <u>(1)</u> | 04/01/2004 | Â | J <sup>(6)</sup> | 10,999 | A | \$ <u>(6)</u> | 876,082            | I | Proportionate ownership of family trusts of which reporting person is             |

|                         |            |   |                  |        |   |               |         |   |  |
|-------------------------|------------|---|------------------|--------|---|---------------|---------|---|--|
| Common Stock <u>(1)</u> | 05/25/2004 | Â | G                | 172    | D | \$ <u>(2)</u> | 875,910 | I | co-trustee.<br>Proportionate ownership of family trusts of which reporting person is co-trustee. |
| Common Stock <u>(1)</u> | 07/01/2004 | Â | J <sup>(6)</sup> | 10,281 | A | \$ <u>(6)</u> | 886,191 | I | Proportionate ownership of family trusts of which reporting person is co-trustee.                |
| Common Stock <u>(1)</u> | 10/01/2004 | Â | J <sup>(6)</sup> | 10,839 | A | \$ <u>(6)</u> | 897,030 | I | Proportionate ownership of family trusts of which reporting person is co-trustee.                |
| Common Stock <u>(1)</u> | 11/02/2004 | Â | G                | 699    | D | \$ <u>(2)</u> | 896,331 | I | Proportionate ownership of family trusts of which reporting person is co-trustee.                |
| Common Stock <u>(1)</u> | 11/22/2004 | Â | G                | 420    | D | \$ <u>(2)</u> | 895,911 | I | Proportionate ownership of family trusts of which reporting person is co-trustee.                |
| Common Stock <u>(1)</u> | Â          | Â | Â                | Â      | Â | Â             | 187,297 | I | Trustee and Life Beneficiary   |

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)

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| 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. Price of Derivative Security (Instr. 5) | 9. Price of Underlying Security (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  |                                | (A) (D)   | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |  |  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| DONNELLEY JAMES R<br>360 N MICHIGAN AVE<br>SUITE 1009<br>CHICAGO, IL 60601 | X             |           |         |       |

## Signatures

/s/ James R. Donnelley                      02/03/2005

\_\_Signature of                      Date  
Reporting Person

## 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) Common Stock, par value \$1.25 per share, with right to purchase Series A Junior Participating Preferred Stock attached thereto.
- (2) Shares disposed of/acquired as bona fide, completed gift.
- (3) Figure reflects 3/11/04 sale of 5,200 shares of common stock, previously reported on Form 4.
- (4) Figure reflects 9/13/04 sale of 6,000 shares of common stock, previously reported on Form 4.
- (5) Figure reflects 11/15/04 sale of 6,000 shares of common stock, and 11/16/04 cashless exercise of options resulting in net gain of 993 shares, all previously reported on Form 4.
- (6) Acquisition in satisfaction of annuity payment from Nicole C. Power GRAT #1.

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