Scaringi Tony Form 4 August 02, 2011

### FORM 4

#### **OMB APPROVAL**

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB 3235-0287

Check this box if no longer subject to Section 16.

Washington, D.C. 20549 Number:

January 31, Expires: 2005 Estimated average

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

burden hours per response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction

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(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* Scaringi Tony

2. Issuer Name and Ticker or Trading Symbol

Issuer

Quad/Graphics, Inc. [QUAD]

(Check all applicable)

5. Relationship of Reporting Person(s) to

(Last)

(Middle)

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

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

C/O QUAD/GRAPHICS, INC., N63

(Street)

(State)

(First)

08/01/2011

below)

6. Individual or Joint/Group Filing(Check

**W23075 HIGHWAY 74** 

Pres. & GM of Latin America

4. If Amendment, Date Original

Applicable Line)

(Zip)

\_X\_ Form filed by One Reporting Person

Filed(Month/Day/Year)

Form filed by More than One Reporting

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

**SUSSEX, WI 53089** 

(City)

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially (D) or Owned Following (Instr. 4)

6. Ownership 7. Nature of Form: Direct Indirect Beneficial Indirect (I) Ownership (Instr. 4)

(A)

Reported Transaction(s)

or (Instr. 3 and 4) (D) Price

Class A Common

Stock

08/01/2011

A 468

Code V Amount

\$0 844 (1) D

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

(Month/Day/Year)

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

#### Edgar Filing: Scaringi Tony - Form 4

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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. Transactic Code (Instr. 8)	5. Number out 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to Buy)	\$ 33.66	08/01/2011		A	2,875	<u>(2)</u>	08/01/2021	Class A Common Stock	2,875
Stock Options (Right to Buy)	\$ 41.26					(3)	01/01/2021	Class A Common Stock	2,392

## **Reporting Owners**

Paparting Owner Name / Address	Relationships
Panarting ( ) whor Nama / Address	

Director 10% Owner Officer Other

Scaringi Tony C/O QUAD/GRAPHICS, INC. N63 W23075 HIGHWAY 74 SUSSEX, WI 53089

Pres. & GM of Latin America

### **Signatures**

Andrew R. Schiesl, Attorney-in-Fact

08/02/2011

\*\*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 468 shares attributable to restricted stock units granted under the Quad/Graphics, Inc. 2010 Omnibus Incentive Plan that will vest on August 1, 2014.
- (2) Vests and becomes exercisable in three equal annual installments beginning on August 1, 2013.
- (3) Vests and becomes exercisable in three equal annual installments beginning on January 1, 2013.

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.

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