

Quad/Graphics, Inc.
Form 4
April 03, 2015

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 *
Ott Nancy

(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)
04/01/2015

____ Director
 Officer (give title below) _____ Other (specify below)
Vice President-Human Resources

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 Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Class A Common Stock	04/01/2015		A	(1)	10,837	A	\$ 0
Class A Common Stock					24,576 (1)	D	
Class A Common Stock					2,768	I	By 401(a) Plan

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

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SEC 1474 (9-02)

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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. Price of Derivative Security (Instr. 5)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to Buy)	\$ 14.14					(2)	01/01/2022	Class A Common Stock	798
Stock Options (Right to Buy)	\$ 23.37					(3)	01/31/2017	Class A Common Stock	5,000
Stock Options (Right to Buy)	\$ 29.37					(3)	01/31/2018	Class A Common Stock	2,500
Stock Options (Right to Buy)	\$ 15.37					(3)	01/31/2019	Class A Common Stock	2,500
Stock Options (Right to Buy)	\$ 16.62					(3)	01/31/2020	Class A Common Stock	5,000
Stock Options (Right to Buy)	\$ 41.26					(4)	01/01/2021	Class A Common Stock	2,392

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

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

Vice President-Human Resources

Signatures

/s/ Russell E. Ryba, Attorney-In-Fact for
Nancy Ott

04/03/2015

__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 10,837 shares of restricted stock granted under the Quad/Graphics, Inc. 2010 Omnibus Incentive Plan that will vest on March 1, 2018.
- (2) Vests and becomes exercisable in three equal annual installments beginning on January 1, 2014.
- (3) Portions of these stock options have already vested and become exercisable and the remainder vest and became exercisable on November 18, 2014.
- (4) Became 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.

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