

Riebe David K  
 Form 4  
 November 22, 2011

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

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**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 \*  
 Riebe David K

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 C/O QUAD/GRAPHICS, INC., N63  
 W23075 HIGHWAY 74

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 11/18/2011

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Pres-Logistics & Distribution

(Street)  
 SUSSEX, WI 53089

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

(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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Class A Common Stock				(A) or (D) Price	1,131	D	
Class A Common Stock				(A) or (D) Price	4,365	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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**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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Options (Right to Buy)	\$ 8.4354	11/18/2011		D <sup>(1)</sup>	7,500	<sup>(2)</sup> 01/31/2014	Class A Common Stock 7,500
Stock Options (Right to Buy)	\$ 17.1429	11/18/2011		D <sup>(1)</sup>	10,500	<sup>(4)</sup> 01/31/2019	Class A Common Stock 10,500
Stock Options (Right to Buy)	\$ 21.6667	11/18/2011		D <sup>(1)</sup>	10,500	<sup>(5)</sup> 01/31/2020	Class A Common Stock 10,500
Stock Options (Right to Buy)	\$ 25.9524	11/18/2011		D <sup>(1)</sup>	5,250	<sup>(6)</sup> 01/31/2021	Class A Common Stock 5,250
Stock Options (Right to Buy)	\$ 32	11/18/2011		D <sup>(1)</sup>	15,000	<sup>(7)</sup> 01/31/2023	Class A Common Stock 15,000
Stock Options (Right to Buy)	\$ 41.25	11/18/2011		D <sup>(1)</sup>	10,000	<sup>(8)</sup> 01/31/2017	Class A Common Stock 10,000
Stock Options (Right to Buy)	\$ 29.37	11/18/2011		D <sup>(1)</sup>	5,000	<sup>(9)</sup> 01/31/2018	Class A Common Stock 5,000
Stock Options (Right to Buy)	\$ 15.37	11/18/2011		D <sup>(1)</sup>	5,000	<sup>(10)</sup> 01/31/2019	Class A Common Stock 5,000
	\$ 16.62	11/18/2011		D <sup>(1)</sup>	7,500	<sup>(11)</sup> 01/31/2020	7,500



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Becomes exercisable with respect to 25% of the underlying shares of class A common stock on each of the first four five-year anniversaries of the January 1, 2000 grant date, or upon a change of control of Quad/Graphics, Inc. or a separation from service.

- (6) Becomes exercisable with respect to 25% of the underlying shares of class A common stock on each of the first four five-year anniversaries of the January 1, 2001 grant date, or in full on each subsequent five-year anniversary, a change of control of Quad/Graphics, Inc. or a separation from service.

- (7) Becomes exercisable with respect to 25% of the underlying shares of class A common stock on each of the first four five-year anniversaries of the January 1, 2003 grant date, or in full on each subsequent five-year anniversary, a change of control of Quad/Graphics, Inc. or a separation from service.

- (8) Vests with respect to 10% of the underlying shares of class A common stock on each of the first ten anniversaries of the January 1, 2007 grant date, and becomes exercisable to the extent vested on the fifth and tenth anniversaries of the grant date, a change of control of Quad/Graphics, Inc. or a separation from service.

- (9) Vests with respect to 10% of the underlying shares of class A common stock on each of the first ten anniversaries of the January 1, 2008 grant date, and becomes exercisable to the extent vested on the fifth and tenth anniversaries of the grant date, a change of control of Quad/Graphics, Inc. or a separation from service.

- (10) Vests with respect to 10% of the underlying shares of class A common stock on each of the first ten anniversaries of the January 1, 2009 grant date, and becomes exercisable to the extent vested on the fifth and tenth anniversaries of the grant date, a change of control of Quad/Graphics, Inc. or a separation from service.

- (11) Vests with respect to 10% of the underlying shares of class A common stock on each of the first ten anniversaries of the January 1, 2010 grant date, and becomes exercisable to the extent vested on the fifth and tenth anniversaries of the grant date, a change of control of Quad/Graphics, Inc. or a separation from service.

- (12) Vests and becomes exercisable in three equal annual installments beginning on January 1, 2013.

- (13) Class C Common Stock is convertible into Class A Common Stock on a 1-for-1 basis at no cost and has no expiration date.

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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