Edgar Filing: Quad/Graphics, Inc. - Form 4

Quad/Grapl Form 4 March 03, 2											
										PROVAL	
	UNITED	STATES			AND EX		ANGE CO	OMMISSION	OMB Number:	3235-0287	
Check t if no lor subject Section Form 4	nger to STATE 16. or	STATEMENT OF CHANGES IN BENEFICIAL OWN SECURITIES							Expires:January 31, 2005Estimated averageburden hours per response0.5		
Form 5 obligations may continue. See Instruction 1(b). 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)										
Fowler John C Symbol			Symbol		nd Ticker o , Inc. [QU			5. Relationship of Reporting Person(s) to Issuer			
(Last)					Transaction	1		(Check all applicable)			
				Month/Day/Year) 3/01/2017				X Director 10% Owner X Officer (give title Other (specify below) below) Vice Chairman & EVP			
			If Amendment, Date Original led(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
SUSSEX, WI 53089 Form filed by More than One Reporting Person									porung		
(City)	(State)	(Zip)	Tab	ole I - Non	-Derivative	e Secu	rities Acqu	ired, Disposed of,	or Beneficiall	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	ransaction Date 2A. Deemed onth/Day/Year) Execution Date, if any (Month/Day/Year)			4. Securit for Dispos (Instr. 3,	sed of		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
C1				Code V	Amount		Price	(Instr. 3 and 4)			
Class A Common Stock	03/01/2017			F <u>(1)</u>	13,296	D	\$ 27.15	212,443	D		
Class A Common Stock	03/02/2017			S	30,564	D	\$ 27.8134 (2)	181,879	D		
Class A Common Stock								1,291	Ι	By Spouse	

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

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)

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. Transactio Code (Instr. 8)	5. ofNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		e	7. Title and A Underlying S (Instr. 3 and 4	ecurities	8. l De Sec (In
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Options (Right to Buy)	\$ 19.12					05/14/2012	11/18/2021	Class A Common Stock	6,500	
Stock Options (Right to Buy)	\$ 29.37					<u>(3)</u>	01/31/2019	Class A Common Stock	30,000	
Stock Options (Right to Buy)	\$ 16.62					<u>(4)</u>	01/31/2020	Class A Common Stock	9,000	
Stock Options (Right to Buy)	\$ 41.26					<u>(5)</u>	01/01/2021	Class A Common Stock	34,218	
Class B Common Stock	<u>(6)</u>					<u>(6)</u>	<u>(6)</u>	Class A Common Stock	113,741	

Reporting Owners

Reporting Owner Name / Address				
	Director	10% Owner	Officer	Other

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

Signatures

/s/ Jennifer J. Kent, Attorney-In-Fact for John C. Fowler

03/03/2017

Vice Chairman & EVP

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

Х

- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Reflects payment of tax liability by withholding shares of stock incident to the vesting of restricted stock previously issued.
- The price in Column 4 is a weighted average price. The prices actually received ranged from \$27.71 to \$27.98. The reporting person has
 (2) provided to the issuer, and will provide to any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range for all transactions reported in this Form 4 utilizing a weighted average price.
- (3) Became exercisable in two equal annual installments beginning on November 18, 2012.
- (4) Became exercisable as to 14,850 shares on May 14, 2012, and became exercisable ratably over the next three years with respect to the remaining shares beginning on November 18, 2012.
- (5) Became exercisable in three equal annual installments beginning on January 1, 2013.
- (6) Class B Common Stock is convertible into Class A Common Stock on a 1-for-1 basis at no cost and has no expiration date.
- As Trustee for the HRQ 2010 Trust. The reporting person is a trustee of the trust. The reporting person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.

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.