Quad/Graphics, Inc.
Form 4
April 02, 2014

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Jaeger Steven D

(Last) (First) (Middle)

C/O QUAD/GRAPHICS, INC., N61 W23044 HARRY'S WAY

(Street)

SUSSEX, WI 53089

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
03/31/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Executive Vice President *

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	03/31/2014		A		26,316 (1)	A	$ 0	48,579 (1)	D	
Class A Common Stock								3,398	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)		8. Price Derivat Securit (Instr.
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Options (Right to Buy)	$ 13.4708							(2)	11/18/2021	Class A Common Stock	3,500	
Stock Options (Right to Buy)	$ 13.4708							(3)	11/18/2021	Class A Common Stock	2,450	
Stock Options (Right to Buy)	$ 13.4708							(4)	11/18/2021	Class A Common Stock	2,200	
Stock Options (Right to Buy)	$ 13.4708							(5)	11/18/2021	Class A Common Stock	2,625	
Stock Options (Right to Buy)	$ 13.4708							(6)	11/18/2021	Class A Common Stock	5,000	
Stock Options (Right to Buy)	$ 13.4708							(7)	11/18/2021	Class A Common Stock	2,500	
Stock Options (Right to Buy)	$ 23.37							(8)	01/31/2017	Class A Common Stock	20,000	
Stock Options (Right to	$ 29.37							(9)	01/31/2018	Class A Common Stock	30,000	

Buy)						
Stock Options (Right to Buy)	$ 15.37		(10)	01/31/2019	Class A Common Stock	15,000
Stock Options (Right to Buy)	$ 16.62		(11)	01/31/2020	Class A Common Stock	20,000
Stock Options (Right to Buy)	$ 41.26		(12)	01/01/2021	Class A Common Stock	11,964
Stock Options (Right to Buy)	$ 14.14		(13)	01/01/2022	Class A Common Stock	11,964

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Jaeger Steven D C/O QUAD/GRAPHICS, INC. N61 W23044 HARRY'S WAY SUSSEX, WI 53089			Executive Vice President *	

Signatures

/s/ Russell E. Ryba, Attorney-In-Fact for Steven D. Jaeger	04/02/2014
**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 26,316 shares of restricted stock granted under the Quad/Graphics, Inc. 2010 Omnibus Incentive Plan that will vest on March 1, 2017.

(2) Became exercisable as to 7,150 shares on May 14, 2012, and become exercisable ratably over the next three years with respect to the remaining shares beginning on November 18, 2012.

(3) Became exercisable as to 6,825 shares on May 14, 2012, and become exercisable ratably over the next three years with respect to the remaining shares beginning on November 18, 2012.

(4) Became exercisable as to 3,150 shares on May 14, 2012, and become exercisable ratably over the next three years with respect to the remaining shares beginning on November 18, 2012.

(5) Became exercisable as to 262 shares on May 14, 2012, and become exercisable ratably over the next three years with respect to the remaining shares beginning on November 18, 2012.

(6) Became exercisable as to 2,250 shares on May 14, 2012, and become exercisable ratably over the next three years with respect to the remaining shares beginning on November 18, 2012.

(7) Became exercisable as to 1,125 shares on May 14, 2012, and become exercisable ratably over the next three years with respect to the remaining shares beginning on November 18, 2012.

(8) Became exercisable as to 10,000 shares on May 14, 2012, and become exercisable ratably over the next three years with respect to the remaining shares beginning on November 18, 2012.

(9) Became exercisable as to 12,000 shares on May 14, 2012, and become exercisable ratably over the next three years with respect to the remaining shares beginning on November 18, 2012.

(10) Became exercisable as to 4,500 shares on May 14, 2012, and become exercisable ratably over the next three years with respect to the remaining shares beginning on November 18, 2012.

(11) Became exercisable as to 4,000 shares on May 14, 2012, and become exercisable ratably over the next three years with respect to the remaining shares beginning on November 18, 2012.

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

(13) Vests and becomes exercisable in three equal annual installments beginning on January 1, 2014.

Remarks:

* Executive Vice President, President of Direct Marketing & Media Solutions, and Chief Information Officer

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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