

Quadracci Betty Ewens
 Form 5
 February 14, 2012

FORM 5

**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).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
 Quadracci Betty Ewens
 (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., N63 W23075 HIGHWAY 74
 (Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2011

Director 10% Owner
 Officer (give title below) Other (specify below)

SUSSEX, WI 53089
 (City) (State) (Zip)

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

6. Individual or Joint/Group Reporting
 (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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) or (D) Amount Price			
Class A Common Stock	07/26/2011		G	10,519 D \$ 0	588,801	I	As trustee - EEQ Tr ⁽¹⁾
Class A Common Stock	08/01/2011		G	288,767 A \$ 0	877,568	I	As trustee - EEQ Tr ⁽¹⁾
Class A Common Stock	08/10/2011		G	23,731 D \$ 0	0	I	As trustee - QCT EMQ ⁽²⁾

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Class A Common Stock	08/10/2011	Â	G	11,866	D	\$ 0	0	I	As trustee - QCT JJQ (3)
Class A Common Stock	08/10/2011	Â	G	11,866	D	\$ 0	0	I	As trustee - QCT KMQ (4)
Class A Common Stock	08/15/2011	Â	G	198,611	D	\$ 0	0	I	By GRATs
Class A Common Stock	08/15/2011	Â	G	198,611	A	\$ 0	1,076,179	I	As trustee - EEQ Tr (1)
Class A Common Stock	Â	Â	Â	Â	Â	Â	1,424	I	As trustee - HRQ for Rich. (5)
Class A Common Stock	Â	Â	Â	Â	Â	Â	11,864	I	As trustee - QCT HRQ (6)
Class A Common Stock	Â	Â	Â	Â	Â	Â	17,471	I	As co-trustee - HVQ Life Ins. Tr. (7)
Class A Common Stock	Â	Â	Â	Â	Â	Â	7,049	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 Amo Underlying Secur (Instr. 3 and 4)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	An Nu Sha
Class B Common Stock	Â	08/01/2011	Â	G	311,699	Â	Â (8)	Â (8)	Class A Common Stock	31
Class B Common	Â	08/05/2011	Â	G	Â	311,699	Â (8)	Â (8)	Class A Common	31

Stock									Stock
Class B Common Stock	08/05/2011		G	311,699		(8)	(8)		Class A Common Stock
Class B Common Stock	08/17/2011		G	5,509		(8)	(8)		Class A Common Stock
Class B Common Stock	08/17/2011		G	5,509		(8)	(8)		Class A Common Stock
Class B Common Stock						(8)	(8)		Class A Common Stock
Class C Common Stock						(9)	(9)		Class A Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Quadracci Betty Ewens C/O QUAD/GRAPHICS, INC. N63 W23075 HIGHWAY 74 SUSSEX, WI 53089	X			

Signatures

/s/ Russell E. Ryba, Attorney-in-Fact for Betty Ewens
Quadracci

02/14/2012

__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).

- As Trustee for the Elizabeth E. Quadracci Rev Tr of 1980. The reporting person is a trustee of the trust and is a current or future beneficiary thereof. The reporting person disclaims beneficial ownership of the reported securities except to the extent of her pecuniary interest therein.
- (1) As Trustee for the Quadracci Children's Trust f/b/o Elizabeth M. Quadracci. The reporting person disclaims beneficial ownership of the reported securities except to the extent of her pecuniary interest therein.
 - (2) As Trustee for the Quadracci Children's Trust f/b/o James Joel Quadracci. The reporting person disclaims beneficial ownership of the reported securities except to the extent of her pecuniary interest therein.
 - (3) As Trustee for the Quadracci Children's Trust f/b/o Kathryn M. Quadracci. The reporting person disclaims beneficial ownership of the reported securities except to the extent of her pecuniary interest therein.
 - (4) As Trustee for the Quadracci Children's Trust f/b/o Kathryn M. Quadracci. The reporting person disclaims beneficial ownership of the reported securities except to the extent of her pecuniary interest therein.

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- (5) As Trustee for the HRQ 1990 Descendants Trust. The reporting person disclaims beneficial ownership of the reported securities except to the extent of her pecuniary interest therein.
- (6) As Trustee for the Quadracci Children's Trust f/b/o Harry R. Quadracci. The reporting person disclaims beneficial ownership of the reported securities except to the extent of her pecuniary interest therein.
- (7) As Co-Trustee of the Harry V. Quadracci Life Insurance Trust. The reporting person disclaims beneficial ownership of the reported securities except to the extent of her pecuniary interest therein.
- (8) 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.
- (9) 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 provided 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.