Quad/Graphics, Inc.
Form 4
August 14, 2013

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

OMB Number:	3235-0287
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

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 *
Fowler John C

(Last) (First) (Middle)

C/O QUAD/GRAPHICS, INC., N63 W23075 HIGHWAY 74

(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)
08/12/2013

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 VP and CFO

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	08/12/2013		S		18,279	D	$ 32.0371 (1)	129,180	D	
Class A Common Stock								17,471	I	As co-trustee - HVQ Life Ins. Tr. (2)
Class A Common Stock								11,488	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)

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. D Se (In
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Options (Right to Buy)	$ 13.4708							05/14/2012	11/18/2021	Class A Common Stock	7,350	
Stock Options (Right to Buy)	$ 19.12							05/14/2012	11/18/2021	Class A Common Stock	6,500	
Stock Options (Right to Buy)	$ 13.4708							05/14/2012	11/18/2021	Class A Common Stock	17,500	
Stock Options (Right to Buy)	$ 13.4708							05/14/2012	11/18/2021	Class A Common Stock	10,000	
Stock Options (Right to Buy)	$ 23.37							(3)	01/31/2017	Class A Common Stock	318,000	
Stock Options (Right to Buy)	$ 29.37							(4)	01/31/2019	Class A Common Stock	30,000	
Stock Options	$ 15.37							(5)	01/31/2020	Class A Common	30,000	

(Right to Buy)					Stock	
Stock Options (Right to Buy)	$ 16.62		(6)	01/31/2020	Class A Common Stock	45,000
Stock Options (Right to Buy)	$ 41.26		(7)	01/01/2021	Class A Common Stock	34,218
Stock Options (Right to Buy)	$ 14.14		(8)	01/01/2022	Class A Common Stock	34,218
Class B Common Stock	(9)		(9)	(9)	Class A Common Stock	51,614
Class B Common Stock	(9)		(9)	(9)	Class A Common Stock	800,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fowler John C C/O QUAD/GRAPHICS, INC. N63 W23075 HIGHWAY 74 SUSSEX, WI 53089			Executive VP and CFO	

Signatures

/s/ Andrew R. Schiesl, Attorney-In-Fact for John C. Fowler	08/14/2013
**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) The price in Column 4 is a weighted average price. The prices actually received ranged from $31.75 to $32.215. The reporting person has 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.

(2) As Trustee for the Harry V. Quadracci Life Insurance Trust. The reporting person disclaims beneficial ownership of the reported securities.

(3) Became exercisable as to 263,940 shares on May 14, 2012, and the remaining shares became exercisable on November 18, 2012.

(4) Vests and becomes exercisable in two equal annual installments beginning on November 18, 2012.

(5) Vests and becomes exercisable in three equal annual installments beginning on November 18, 2012.

(6) Became exercisable as to 14,850 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) Vests and becomes exercisable in three equal annual installments beginning on January 1, 2013.

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

(9) 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.

(10) As Trustee for certain GRATs established by Betty Ewens Quadracci. The reporting person disclaims beneficial ownership of the reported securities.

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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