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DONNELLEY R R & SONS CO
Form SC 13G/A
February 14, 2002

SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 24)

R. R. Donnelley & Sons Company
(Name of Issuer)

Common Stock, \$1.25 Par
(Title of Class of Securities)

257867 10 1
(CUSIP Number)

Check the following box if a fee is being paid with this statement [].
(A fee is not required only if the filing person: (1) has a previous statement
on file reporting beneficial ownership of more than five percent of the class of
securities described in Item 1; and (2) has filed no amendment subsequent
thereto reporting beneficial ownership of five percent or less of such class.)
(See Rule 13d-7.)

CUSIP No. 257867 10 1 13G Page 2 of 6 Pages

- Name of Reporting Person
S.S. or I.R.S. Identification No. of above person
Northern Trust Corporation 36-2723087
The Northern Trust Company 36-1561860
Northern Trust Bank of Arizona, NA 86-0377338
Northern Trust Bank of California, NA 94-2938925
Northern Trust Bank of Florida, NA 36-3190871
Northern Trust Bank of Texas, NA 75-1999849
Northern Trust Bank, FSB 38-3424562
Northern Trust Investments, Inc. 36-3608252

Check the appropriate box if a member of a group
2 Not Applicable

(a) []
(b) []

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S.E.C. use only
3

Citizenship or place of organization
4 Northern Trust Corporation--a Delaware corporation with principal offices in Chicago, Illinois

Sole Voting Power
5
Number of Shares Beneficially owned by Each Reporting Person With
6,768,775

Shared Voting Power
6
1,605,981

Sole Dispositive Power
7
2,654,365

Shared Dispositive Power
8
4,757,234

Aggregate amount beneficially owned by each reporting person
9
8,434,872

Check box if the aggregate amount in Row (9) excludes certain shares.
10
Not Applicable

Percent of class represented by amount in Row 9
11
7.37

Type of reporting person
12

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Northern Trust Corporation HC

SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

SCHEDULE 13G UNDER THE SECURITIES EXCHANGE ACT OF 1934

Check the following box if a fee is being paid with statement [] .

1. (a) R. R. Donnelley & Sons Company

(Name of Issuer)
- (b) 77 West Wacker Drive, Chicago, Ill. 60601-1696

(Address of Issuer's Principal Executive Office)
2. (a) Northern Trust Corporation

(Name of Person Filing)
- (b) 50 South LaSalle Street, Chicago, Illinois 60675

(Address of Person Filing)
- (c) U.S. (Delaware Corporation)

(Citizenship)
- (d) Common Stock, \$1.25 Par

(Title of Class of Securities)
- (e) 257867 10 1

(CUSIP Number)
3. This statement is being filed by Northern Trust Corporation as a Parent Holding Company in accordance with S240.13d-1(b)(1)(ii)(G).
4. (a) 8,434,872

(Amount Beneficially Owned)
- (b) 7.37
(Percent of Class)
- (c) Number of shares as to which such person has:
- (i) 6,768,775

(Sole Power to Vote or to Direct the Vote)
- (ii) 1,605,981

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(Shared Power to Vote or to Direct the Vote)

(iii) 2,654,365

(Sole Power to Dispose or Direct Disposition)

(iv) 4,757,234

(Shared Power to Dispose or Direct Disposition)

5. If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following: []

6. Statement regarding ownership of 5 percent or more on behalf of another person:

7. Parent Holding Company reporting on behalf of the following subsidiaries, all of which are banks as defined in Section 3(a)(6) of the Act:

The Northern Trust Company Northern Trust Bank of Arizona N.A.
50 South LaSalle Street 2398 East Camelback Road
Chicago, IL 60675 Phoenix, AZ 85016

Northern Trust Bank of Florida N.A. Northern Trust Bank of California N.A.
700 Brickell Avenue 355 South Grand Avenue, Suite 2600
Miami, FL 33131 Los Angeles, CA 90071

Northern Trust Bank, FSB Northern Trust Investments, Inc.
40701 Woodward, Suite 110 50 South LaSalle Street
Bloomfield Hills, Michigan 48304 Chicago, IL 60675

Northern Trust Bank of Texas N.A.
2020 Ross Avenue
Dallas, TX 75201

8. Identification and Classification of Members of the Group.

Not Applicable.

9. Notice of Dissolution of Group.

Not Applicable.

10. By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such

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securities and were not acquired in connection with or as a participant in any transaction having such purpose or effect.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

NORTHERN TRUST CORPORATION

By: Perry R. Pero

As its: Vice Chairman

DATED: 02-08-2002

EXHIBIT TO SCHEDULE 13G
FILED BY NORTHERN TRUST CORPORATION

Securities and Exchange Commission
450 Fifth Street, N.W.
Washington, DC 20549-1004
Attention: Filing Desk, Stop 1-4

RE: R. R. Donnelley & Sons Company

Pursuant to the requirement of 240.13d-1(k) (1) (iii), this exhibit shall constitute our written agreement that the Schedule 13G to which this exhibit is attached is filed on behalf of Northern Trust Corporation and of its subsidiary(ies), as stated below, regarding our respective beneficial ownership in the above-captioned equity security.

NORTHERN TRUST CORPORATION

By: Perry R. Pero

As its: Vice Chairman

DATED: 02-08-2002

The NORTHERN TRUST COMPANY

By: Perry R. Pero

As its Vice Chairman

NORTHERN TRUST BANK OF ARIZONA, NA
NORTHERN TRUST BANK OF CALIFORNIA, NA
NORTHERN TRUST BANK OF FLORIDA, NA
NORTHERN TRUST BANK OF TEXAS, NA

By: Barry G. Hastings

As its Authorized Representative

NORTHERN TRUST INVESTMENTS, INC.

By: Orie L. Dudley

As its Director

NORTHERN TRUST BANK, FSB

By: Brian J. Hofmann

As its Authorized Representative
