DODGE & COX Form SC 13G/A February 17, 2004

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

	SCHEDULE 13G					
	CURITIES EXCHANGE ACT OF 1 ENDMENT NO6)*	934				
R.R.	Donnelley & Sons Co.					
	(Name of Issuer)					
	Common					
(Title	of Class of Securities)					
257867101						
(CUSIP Number)						
December 31, 2003						
(Date of Event Which Requires Filing of this Statement)						
Check the appropriate box to designate the rule pursuant to which this Schedule is filed: [x] Rule 13d-1(b) [] Rule 13d-1(c) [] Rule 13d-1(d) *The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page. The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).						
	PAGE 1 OF 4 PAGES					
CUSIP NO.257867101	13G	PAGE 2 OF 4 PAGES				
1 NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICA	TION NO. OF ABOVE PERSON					

94-1441976

Dodge & Cox

1

2	CHECK THE AP	PROPRI	ATE BOX IF A MEMBER OF A GROUP*	(a) (b)			
	N/A						
3	SEC USE ONLY	SEC USE ONLY					
4	CITIZENSHIP	CE OF ORGANIZATION					
	California - U.S.A.						
		5	SOLE VOTING POWER				
	NUMBER OF SHARES		13,752,597				
		6	SHARED VOTING POWER				
	BENEFICIALLY OWNED BY		154,600				
	EACH	7	SOLE DISPOSITIVE POWER				
	REPORTING		14,801,043				
	PERSON	8	SHARED DISPOSITIVE POWER				
	WITH		0				
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON							
	14,801,043						
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN S					I SHARES*		
	N/A						
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9						
	13.0%						
12	TYPE OF REPO	RTING	PERSON*				
	IA						
	Item I(a)		of Issuer: Donnelley & Sons Co.				
	Item 1(b)	77 We	ss of Issuer's Principal Executive Of st Wacker Drive go, IL 60601-1696	fices:			
	Item 2(a)		of Person Filing: & Cox				
	Item 2(b)	One S	ss of the Principal Office or, if non- ansome St., 35th Floor rancisco, CA 94104	e, Res	sidence:		

- Item 2(e) CUSIP Number: 257867101
- Item 3 If the Statement is being filed pursuant to Rule 13d-1(b), or 13d-2(b), check whether the person filing is a:
 - (e) [X] Investment Advisor registered under section 203 of the Investment Advisors Act of 1940
- Item 4 Ownership:
 - (a) Amount Beneficially Owned: 14,801,043
 - (b) Percent of Class: 13.0%

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- (c) Number of shares as to which such person has:
- (i) sole power to vote or direct the vote: 13,752,597
- (ii) shared power to vote or direct the vote: 154,600
- (iii) sole power to dispose or to direct the disposition of: 14,801,043
- (iv) shared power to dispose or to direct the disposition of: 0
- Item 5 Ownership of Five Percent or Less of a Class:
 Not applicable.
- Item 6 Ownership of More than Five Percent on Behalf of Another Person:
 Securities reported on this Schedule 13G are beneficially owned by clients of Dodge & Cox, which clients may include investment companies registered under the Investment Company Act and/or employee benefit plans, pension funds, endowment funds or other institutional clients.

- Item 9 Notice of Dissolution of a Group:
 Not applicable.

Item 10 Certification:

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

SIGNATURE

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.

Dated: February 17, 2004

DODGE & COX

By: /s/ THOMAS M. MISTELE

Name: Thomas M. Mistele Title: Vice President

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