

Goodwin Scott J
Form 3
August 20, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Goodwin Scott J		(Month/Day/Year)	CENVEO, INC [CVO]	
(Last)	(First)	(Middle)	08/09/2012	
C/O CENVEO, INC.,Â 201 BROAD STREET			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
STAMFORD,Â CTÂ 06901			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			Chief Financial Officer	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	108,323	D <u>(1)</u> <u>(2)</u>	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
		Title			

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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Option (right to buy)	Â (3)	09/12/2012	Common Stock	15,000	\$ 20.55	D	Â
Option (right to buy)	Â (4)	09/12/2013	Common Stock	20,000	\$ 17.89	D	Â
Option (right to buy)	Â (5)	06/08/2015	Common Stock	16,000	\$ 4.9	D	Â
Option (right to buy)	Â (6)	07/01/2015	Common Stock	30,000	\$ 4.22	D	Â
Option (right to buy)	Â (7)	05/21/2016	Common Stock	20,000	\$ 7.02	D	Â
Option (right to buy)	Â (8)	01/12/2017	Common Stock	20,000	\$ 5.62	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Goodwin Scott J C/O CENVEO, INC. 201 BROAD STREET STAMFORD, CT 06901	Â	Â	Â Chief Financial Officer	Â

Signatures

/s/ Scott J.
Goodwin

08/20/2012

**Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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 46,250 unvested shares under 4 separate Restricted Share Unit awards issued on 9/12/2008, 7/1/2009, 5/21/2010, and 1/12/2011.
- (2) Includes 11,703 shares purchased under Issuer's Employee Stock Purchase Plan, and 10,878 shares purchased under Issuer's 401(k) Plan.
- (3) The option was exercisable in 4 equal annual installments beginning 9/12/2007. This option is 100% exercisable.
- (4) The option was exercisable in 4 equal annual installments beginning 9/12/2008. This option is 100% exercisable.
- (5) The option is exercisable in 4 equal annual installments. The first 3 installments became exercisable on 6/8/2010, 6/8/2011 and 6/8/2012. The last installment becomes exercisable on 6/8/2013.
- (6) The option is exercisable in 4 equal annual installments. The first 3 installments became exercisable on 7/1/2010, 7/1/2011 and 7/1/2012. The last installment becomes exercisable on 7/1/2013.
- (7) The option is exercisable in 4 equal annual installments. The first 2 installments became exercisable on 5/21/2011 and 5/21/2012. The last 2 installments become exercisable on 5/21/2013 and 5/21/2014.

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- (8) The option is exercisable in 4 equal annual installments. The first installment became exercisable on 1/12/2012. The last 3 installments become exercisable on 1/12/2013, 1/12/2014 and 1/12/2015.

Note: File three copies of this Form, one of which must be manually signed. If space 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.