

Domtar CORP
Form 4
January 17, 2014

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Williams John David

(Last) (First) (Middle)

C/O DOMTAR CORPORATION, 395 DE MAISONNEUVE BOULEVARD WEST

(Street)

MONTREAL, A8 H3A 1L6

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Domtar CORP [UFS]

3. Date of Earliest Transaction (Month/Day/Year)
01/15/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			(A) or (D)	Code	V	Amount	Price

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)

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Deferred Stock Units	(1)	01/15/2014		A		(3)	(3)	Common Stock	164.7326
Restricted Stock Units	(4)	01/15/2014		A		(5)	(5)	Common Stock	46.8208
Restricted Stock Units	(4)	01/15/2014		A		(6)	(6)	Common Stock	12.998
Restricted Stock Units	(4)	01/15/2014		A		(7)	(7)	Common Stock	44.141
Deferred Stock Units	(1)	01/15/2014		A		(8)	(8)	Common Stock	12.998
Deferred Stock Units	(1)	01/15/2014		A		(9)	(9)	Common Stock	12.998
Restricted Stock Units	(4)	01/15/2014		A		(11)	(11)	Common Stock	57.5971

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Williams John David C/O DOMTAR CORPORATION 395 DE MAISONNEUVE BOULEVARD WEST MONTREAL, A8 H3A 1L6	X		President and CEO	

Signatures

Razvan L. Theodoru, Attorney-in-fact for Mr. Williams

01/17/2014

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) Each Deferred Stock Unit is the economic equivalent of one share of Domtar Corporation Common Stock.
- (2) These Deferred Stock Units/Restricted Stock Units (as applicable) represent dividend equivalents credited to the reporting person's account, following Domtar Corporation's dividend payment of January 15, 2014.
These Deferred Stock Units have the same vesting date as the Deferred Stock Units to which the dividend equivalents are related: all DSUs have already vested as of March 15, 2011. Vested shares (or the cash value thereof) will be delivered to the reporting person in January of the year following the year in which the reporting person terminates employment with Domtar.
- (3) Each Restricted Stock Unit is the economic equivalent of one share of Domtar Corporation Common Stock.
- (4) Restricted Stock Units vest on February 22, 2014, the same vesting date as the Restricted Stock Units to which the dividend equivalents are related.
- (5) These Restricted Stock Units vest in 3 equal annual installments beginning on February 22, 2012, the same vesting dates as the Restricted Stock Units to which the dividend equivalents are related.
- (6) Restricted Stock Units vest on February 21, 2015, the same vesting date as the Restricted Stock Units to which the dividend equivalents are related.
- (7) These Deferred Stock Units will vest on the earliest of February 22, 2017 or termination of employment, the same vesting date as the Deferred Stock Units to which the dividend equivalents are related.
- (8) These Deferred Stock Units will vest on the earliest of February 22, 2018 or termination of employment, the same vesting date as the Deferred Stock Units to which the dividend equivalents are related.
- (9) These Deferred Stock Units are represented by vested Restricted Stock Units for which settlement was deferred.
- (10) Restricted Stock Units vest on February 19, 2016, the same vesting date as the Restricted Stock Units to which the dividend equivalents are related.
- (11)

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.