

Domtar CORP
Form 4
February 24, 2016

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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, 234 KINGSLEY PARK DRIVE

(Street)

FORT MILL, SC 29715

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
02/22/2016

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/22/2016		M		6,472	A	\$ 0
Common Stock	02/22/2016		A		10,367.8304	A	\$ 0
Common Stock	02/22/2016		D		0.8304	D	\$ 33.78
Common Stock	02/22/2016		F		7,035	D	\$ 33.78
							19,095
							29,462.8304
							29,462
							22,427

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

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(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 Underlying Security (Instr. 3 and 4)
					V	(A)	(D)	Date Exercisable	Expiration Date	
Performance Stock Units	(1)	02/22/2016		M		6,472		02/22/2016	02/22/2016	Common Stock
Performance Stock Units	(1)	02/22/2016		A		4,256.27		(2)	(2)	Common Stock
Performance Stock Units	(1)	02/22/2016		A		14,030.5		(3)	(3)	Common Stock
Restricted Stock Units	(1)	02/22/2016		A		31,800		(4)	(4)	Common Stock
Employee Stock Options (Right to buy)	\$ 33.78	02/22/2016		A		52,684		(5)	02/22/2023	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Williams John David C/O DOMTAR CORPORATION 234 KINGSLEY PARK DRIVE FORT MILL, SC 29715	X		President and CEO	

Signatures

Razvan L. Theodoru, Attorney-in-fact for Mr. Williams 02/24/2016

__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 Stock Unit is the economic equivalent of one share of Domtar Corporation Common Stock.
- (2) Performance Stock Units (PSUs) for which performance goals have been achieved. These PSUs will vest on February 21, 2017, subject to continued service.
- (3) Performance Stock Units (PSUs) for which performance goals have been achieved. These PSUs will vest on February 20, 2018, subject to continued service.
- (4) Restricted Stock Units vest on February 22, 2019, subject to continued service.
- (5) The options vest in approximately equal annual installments on the first three anniversaries of the grant date.

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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