

Domtar CORP
Form 4
October 19, 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)
10/17/2016

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 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	(D)	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)

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(1)	10/17/2016	A		186.2527 (2)		(3)	(3)	Common Stock	186.2527
Restricted Stock Units	(1)	10/17/2016	A		278.7394 (2)		(4)	(4)	Common Stock	278.7394
Restricted Stock Units	(1)	10/17/2016	A		362.4605 (2)		(5)	(5)	Common Stock	362.4605
Deferred Share Units	(1)	10/17/2016	A		706.751 (2)		(6)	(6)	Common Stock	706.751
Deferred Share Units	(1)	10/17/2016	A		55.7651 (2)		(7)	(7)	Common Stock	55.7651
Deferred Share Units	(1)	10/17/2016	A		55.7651 (2)		(8)	(8)	Common Stock	55.7651
Deferred Share Units	(1)	10/17/2016	A		55.7651 (2)		(9)	(9)	Common Stock	55.7651

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
10/19/2016

__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 Restricted Stock Unit or Deferred Share Unit is the economic equivalent of one share of Domtar Corporation Common Stock.
- (2) These Restricted Stock Units or Deferred Share Units represent dividend equivalents credited to the reporting person's account, following Domtar Corporation's dividend payment of October 17, 2016.
- (3) These Restricted Stock Units vest on February 18, 2017, the same vesting date as the Restricted Stock Units to which these dividend equivalents are related.
- (4) These Restricted Stock Units vest on February 23, 2018, the same vesting date as the Restricted Stock Units to which these dividend equivalents are related.
- (5) These Restricted Stock Units vest on February 22, 2019, the same vesting date as the Restricted Stock Units to which these dividend equivalents are related.

These Deferred Share Units have the same vesting date as the Deferred Share Units to which these dividend equivalents are related: all

- (6) 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.
- (7) These Deferred Share Units will vest on the earliest of February 22, 2017, or upon termination of employment, the same vesting date as the Deferred Share Units to which these dividend equivalents are related.
- (8) These Deferred Share Units will vest on the earliest of February 22, 2018, or upon termination of employment, the same vesting date as the Deferred Share Units to which these dividend equivalents are related.
- (9) These Deferred Share Units will vest on the earliest of February 22, 2019, or upon termination of employment, the same vesting date as the Deferred Share Units to which these dividend equivalents are related.

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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