

JABLONSKI ZYGMUNT
Form 4
January 17, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
JABLONSKI ZYGMUNT

(Last) (First) (Middle)

C/O DOMTAR CORPORATION, 395 DE MAISONNEUVE BLVD. 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)
01/15/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
SVP, Law and Corporate Affairs

6. Individual or Joint/Group Filing (Check Applicable Line)
X 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	8. I
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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)	Sec (In			
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(1)	01/15/2013	A		6.7008 (4)		(2)	(2)	Common Stock	6.7008
Restricted Stock Units	(1)	01/15/2013	A		2.8686 (4)		(3)	(3)	Common Stock	2.8686
Restricted Stock Units	(1)	01/15/2013	A		5.2415 (4)		(5)	(5)	Common Stock	5.2415
Restricted Stock Units	(1)	01/15/2013	A		4.4862 (4)		(6)	(6)	Common Stock	4.4862
Restricted Stock Units	(1)	01/15/2013	A		6.7775 (4)		(7)	(7)	Common Stock	6.7775
Deferred Stock Units	(1)	01/15/2013	A		2.2375 (4) (8)		(9)	(9)	Common Stock	2.2375
Deferred Stock Units	(1)	01/15/2013	A		2.8571 (4) (8)		(10)	(10)	Common Stock	2.8571

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JABLONSKI ZYGMUNT C/O DOMTAR CORPORATION 395 DE MAISONNEUVE BLVD. WEST MONTREAL, A8 H3A 1L6			SVP, Law and Corporate Affairs	

Signatures

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

01/17/2013

__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 Stock Unit is the economic equivalent of one share of Domtar Corporation Common Stock.
- (2) These Restricted Stock Units vest on May 10, 2013, the same vesting date as the Restricted Stock Units to which the dividend equivalents are related.
- (3) These Restricted Stock Units vest in 3 equal annual installments beginning on May 10, 2011, the same vesting dates as the Restricted Stock Units to which the dividend equivalents are related.
- (4) These Restricted Stock Units or Deferred Stock Units represent dividend equivalents credited to the reporting person's account, following Domtar Corporation's dividend payment of January 15, 2013.
- (5) Restricted Stock Units vest on February 22, 2014, the same vesting date as the Restricted Stock Units to which the dividend equivalents are related.
- (6) 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.
- (7) Restricted Stock Units vest on February 21, 2015, the same vesting date as the Restricted Stock Units to which the dividend equivalents are related.
- (8) These Deferred Stock Units are represented by vested Restricted Stock Units for which settlement was deferred.
- (9) These Deferred Stock Units will vest on the earliest of February 22, 2017 or upon termination of employment, the same vesting date as the Deferred Stock Units to which the dividend equivalents are related.
- (10) These Deferred Stock Units will vest on the earliest of May 10, 2017 or upon termination of employment, the same vesting date as the Deferred Stock Units to which the 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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