

Ushpol Mark
Form 4
April 17, 2013

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Ushpol Mark

(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)

04/15/2013

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify
below) below)

Senior VP, Distribution

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

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)		8. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(1)	04/15/2013		A		2.2326 (3)		(2)	(2)	Common Stock	2.2326
Restricted Stock Units	(1)	04/15/2013		A		6.8889 (3)		(4)	(4)	Common Stock	6.8889
Restricted Stock Units	(1)	04/15/2013		A		5.4906 (3)		(5)	(5)	Common Stock	5.4906
Restricted Stock Units	(1)	04/15/2013		A		2.1937 (3)		(6)	(6)	Common Stock	2.1937
Restricted Stock Units	(1)	04/15/2013		A		6.7984 (3)		(7)	(7)	Common Stock	6.7984
Deferred Stock Units	(1)	04/15/2013		A		2.1937 (3) (8)		(9)	(9)	Common Stock	2.1937
Deferred Stock Units	(1)	04/15/2013		A		2.1937 (3) (8)		(10)	(10)	Common Stock	2.1937
Restricted Stock Units	(1)	04/15/2013		A		6.1775 (3)		(11)	(11)	Common Stock	6.1775

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Ushpol Mark C/O DOMTAR CORPORATION 395 DE MAISONNEUVE BOULEVARD WEST MONTREAL, A8 H3A 1L6	Senior VP, Distribution

Signatures

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

04/17/2013

__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 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.
- (3) 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 April 15, 2013.
- (4) 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.
- (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 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 February 22, 2018 or termination of employment, the same vesting date as the Deferred Stock Units to which the dividend equivalents are related.
- (11) Restricted Stock Units vest on February 19, 2016, the same vesting date as the Restricted 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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