

Domtar CORP  
Form 4  
February 25, 2015

**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, 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)  
02/23/2015

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		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	02/23/2015		M		1,069.34	A	\$ 0	24,104.34	D	
Common Stock	02/23/2015		A		2,908.7694	A	\$ 0	27,013.1094	D	
Common Stock	02/23/2015		D		0.1094	D	\$ 43.42	27,013	D	
Common Stock	02/23/2015		F		1,948	D	\$ 43.42	25,065	D	

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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 (Instr. 3 and 4)
				Code	(A)	(D)	
Performance Stock Units	(1)	02/23/2015		M		1,069.34	02/23/2015 02/23/2015
Restricted Stock Units	(1)	02/23/2015		A	23,482		02/23/2018 02/23/2018
Employee Stock Options (Right to Buy)	\$ 43.42	02/23/2015		A	40,789		(2) 02/23/2022
Performance Stock Units	(1)	02/23/2015		A	4,727.73		(3) (3)
Performance Stock Units	(1)	02/23/2015		A	2,090.42		(4) (4)

## 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  
02/25/2015

\_\_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) Stock options will vest in approximately 3 equal annual installments at grant anniversary date.
- (3) Performance Stock Units (PSUs) for which performance goals have been achieved. These PSUs will vest on February 22, 2016, subject to continued service
- (4) Performance Stock Units (PSUs) for which performance goals have been achieved. These PSUs will vest on February 21, 2017, subject to continued service

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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