

Domtar CORP
Form 4
February 25, 2015

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

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 *
Fagan Michael

(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)
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)
Senior VP, Personal Care

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	02/23/2015		M		122.05	A	\$ 0
Common Stock	02/23/2015		A		331.9908	A	\$ 0
Common Stock	02/23/2015		D		0.0408	D	\$ 43.42
Common Stock	02/23/2015		F		151	D	\$ 43.42
							1,340.05
							1,672.0408
							1,672
							1,521

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 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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Performance Stock Units	(1)	02/23/2015		M		122.05	02/23/2015	02/23/2015	Common Stock
Restricted Stock Units	(1)	02/23/2015		A		2,360	(2)	(2)	Common Stock
Employee Stock Option (right to buy)	\$ 43.42	02/23/2015		A		6,340	(3)	02/23/2022	Common Stock
Performance Stock Units	(1)	02/23/2015		A		692.62	(4)	(4)	Common Stock
Performance Stock Units	(1)	02/23/2015		A		333.37	(5)	(5)	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fagan Michael C/O DOMTAR CORPORATION 395 DE MAISONNEUVE BLVD., WEST MONTREAL, A8 H3A 1L6			Senior VP, Personal Care	

Signatures

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

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) Restricted Stock Units vest of February 23,2018
- (3) The options vest in approximately equal annual installments on the first three anniversaries of the grant date.
- (4) Performance Stock Units (PSUs) for which performance goals have been achieved. These PSUs will vest on February 22, 2016, subject to continued service.
- (5) 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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