

Domtar CORP
Form 4
February 24, 2016

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Fagan Michael

(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)
02/22/2016

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 ____ Other (specify
below) below)
President, Personal Care

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 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 | 02/22/2016 | | M | | 948 | A | \$ 0 | 17,157 | D |
| Common Stock | 02/22/2016 | | A | | 1,519.0528 | A | \$ 0 | 18,676.0528 | D |
| Common Stock | 02/22/2016 | | D | | 0.0528 | D | \$ 33.78 | 18,676 | D |
| Common Stock | 02/22/2016 | | F | | 799 | D | \$ 33.78 | 17,877 | D |

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 Amount Underlying Security (Instr. 3 and 4) |
|---|--|---|---|--------------------------------------|--|--|--|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title |
| Performance Stock Units | <u>(1)</u> | 02/22/2016 | | M | 948 | 02/22/2016 02/22/2016 | Common Stock |
| Performance Stock Units | <u>(1)</u> | 02/22/2016 | | A | 678.78 | <u>(2)</u> <u>(2)</u> | Common Stock |
| Performance Stock Units | <u>(1)</u> | 02/22/2016 | | A | 2,180.88 | <u>(3)</u> <u>(3)</u> | Common Stock |
| Restricted Stock Units | <u>(1)</u> | 02/22/2016 | | A | 5,808 | <u>(4)</u> <u>(4)</u> | Common Stock |
| Employee Stock Options (Right to buy) | \$ 33.78 | 02/22/2016 | | A | 9,623 | <u>(5)</u> 02/22/2023 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|---|----------------------------------|
| | Director 10% Owner Officer Other |
| Fagan Michael C/O DOMTAR CORPORATION 234 KINGSLEY PARK DRIVE FORT MILL, SC 29715 | President, Personal Care |

Signatures

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

02/24/2016

 **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 Stock Unit is the economic equivalent of one share of Domtar Corporation Common Stock.
- (2) Performance Stock Units (PSUs) for which performance goals have been achieved. These PSUs will vest on February 21, 2017, subject to continued service.
- (3) Performance Stock Units (PSUs) for which performance goals have been achieved. These PSUs will vest on February 20, 2018, subject to continued service.
- (4) Restricted Stock Units vest on February 22, 2019, subject to continued service.
- (5) The options vest in approximately equal annual installments on the first three anniversaries of the grant date.

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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