

Domtar CORP
Form 4
February 23, 2017

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 *
Burton Daniel

(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)
02/21/2017

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)
Senior VP and CFO

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 Ownership Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/21/2017		M		1,418.43	A	\$ 0 15,526.43
Common Stock	02/21/2017		A		976.734	A	\$ 0 16,503.164
Common Stock	02/21/2017		D		0.164	D	\$ 39.81 16,503
Common Stock	02/21/2017		F		1,277	D	\$ 39.81 15,226

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)
						Date Exercisable	Expiration Date	Title
Performance Stock Units	(1)	02/21/2017		M	(A) 1,418.43 (D)	02/21/2017	02/21/2017	Common Stock
Performance Stock Units	(1)	02/21/2017		A	1,595.32	(2)	(2)	Common Stock
Performance Stock Units	(1)	02/21/2017		A	3,284.6	(3)	(3)	Common Stock
Restricted Stock Units	(1)	02/21/2017		A	7,301	(4)	(4)	Common Stock
Employee Stock Options (Right to buy)	\$ 39.81	02/21/2017		A	13,673	(5)	02/21/2024	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Buron Daniel C/O DOMTAR CORPORATION 234 KINGSLEY PARK DRIVE FORT MILL, SC 29715			Senior VP and CFO	

Signatures

Razvan L. Theodoru, Attorney-in-fact for Mr. Buron
02/23/2017

__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 20, 2018, subject to continued service.
- (3) Performance Stock Units (PSUs) for which performance goals have been achieved. These PSUs will vest on February 19, 2019, subject to continued service.
- (4) Restricted Stock Units vest on February 21, 2020, 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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