

Domtar CORP  
Form 4  
January 20, 2015

**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  
Number: 3235-0287  
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2005  
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response... 0.5

(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)  
01/15/2015

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                          | Amount                                                                                                             | (A)<br>or<br>(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)

# Edgar Filing: Domtar CORP - Form 4

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                     |                    |                 |                                  |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|---------------------|--------------------|-----------------|----------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                         | (A)                                                            | (D)                                                                 | Date<br>Exercisable | Expiration<br>Date | Title           | Amount or<br>Number of<br>Shares |
| Deferred<br>Stock<br>Units                          | (1)                                                                   | 01/15/2015                              |                                                             | A                                       |                                                                                                           | 594.9955<br>(2)                                                |                                                                     | (3)                 | (3)                | Common<br>Stock | 594.9955                         |
| Restricted<br>Stock<br>Units                        | (1)                                                                   | 01/15/2015                              |                                                             | A                                       |                                                                                                           | 159.4321<br>(2)                                                |                                                                     | (4)                 | (4)                | Common<br>Stock | 159.4321                         |
| Deferred<br>Stock<br>Units                          | (1)                                                                   | 01/15/2015                              |                                                             | A                                       |                                                                                                           | 46.9472<br>(2) (7)                                             |                                                                     | (5)                 | (5)                | Common<br>Stock | 46.9472                          |
| Deferred<br>Stock<br>Units                          | (1)                                                                   | 01/15/2015                              |                                                             | A                                       |                                                                                                           | 46.9472<br>(2) (7)                                             |                                                                     | (6)                 | (6)                | Common<br>Stock | 46.9472                          |
| Restricted<br>Stock<br>Units                        | (1)                                                                   | 01/15/2015                              |                                                             | A                                       |                                                                                                           | 208.0341<br>(2)                                                |                                                                     | (8)                 | (8)                | Common<br>Stock | 208.0341                         |
| Restricted<br>Stock<br>Units                        | (1)                                                                   | 01/15/2015                              |                                                             | A                                       |                                                                                                           | 156.8014<br>(2)                                                |                                                                     | (9)                 | (9)                | Common<br>Stock | 156.8014                         |
| Deferred<br>Stock<br>Units                          | (1)                                                                   | 01/15/2015                              |                                                             | A                                       |                                                                                                           | 46.9472<br>(2) (7)                                             |                                                                     | (10)                | (10)               | Common<br>Stock | 46.9472                          |

## Reporting Owners

| Reporting Owner Name / Address                                                                             | Relationships |           |                      |       |
|------------------------------------------------------------------------------------------------------------|---------------|-----------|----------------------|-------|
|                                                                                                            | Director      | 10% Owner | Officer              | Other |
| Williams John David<br>C/O DOMTAR CORPORATION<br>395 DE MAISONNEUVE BOULEVARD WEST<br>MONTREAL, A8 H3A 1L6 | X             |           | President<br>and CEO |       |

## Signatures

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

01/20/2015

          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 Deferred Stock Unit/Restricted Stock Unit is the economic equivalent of one share of Domtar Corporation Common Stock.
- (2) These Deferred Stock Units/Restricted Stock Units (as applicable) represent dividend equivalents credited to the reporting person's account, following Domtar Corporation's dividend payment of January 15, 2015.  
  
These Deferred Stock Units have the same vesting date as the Deferred Stock Units to which the dividend equivalents are related: all DSUs have already vested as of March 15, 2011. Vested shares (or the cash value thereof) will be delivered to the reporting person in January of the year following the year in which the reporting person terminates employment with Domtar.
- (3) Restricted Stock Units vest on February 21, 2015, the same vesting date as the Restricted Stock Units to which the dividend equivalents are related.
- (4) 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.
- (5) 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.
- (6) These Deferred Stock Units are represented by vested Restricted Stock Units for which settlement was deferred.
- (7) Restricted Stock Units vest on February 19, 2016, the same vesting date as the Restricted Stock Units to which the dividend equivalents are related.
- (8) Restricted Stock Units vest on February 18 2017, the same vesting date as the Restricted Stock Units to which the dividend equivalents are related.
- (9) These Deferred Stock Units will vest on the earliest of February 22, 2019 or termination of employment, the same vesting date as the Deferred Stock Units to which the dividend equivalents are related.
- (10)

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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