Williams John David Form 4 May 12, 2010

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Washington, D.C. 20549

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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

1(b).

SECURITIES

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1. Name and Address of Reporting Person *

Williams John David

(First) (Middle) (Last)

C/O DOMTAR CORPORATION, 395 DE MAISONNEUVE BOULEVARD

(Street)

(State)

2. Issuer Name and Ticker or Trading

Symbol

Domtar CORP [UFS]

3. Date of Earliest Transaction (Month/Day/Year)

05/10/2010

4. If Amendment, Date Original

Filed(Month/Day/Year)

Form filed by More than One Reporting

X_ Officer (give title

OMB APPROVAL

3235-0287

January 31,

2005

0.5

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Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

President and CEO

6. Ownership

Form: Direct

(Instr. 4)

6. Individual or Joint/Group Filing(Check

X Form filed by One Reporting Person

10% Owner

Other (specify

7. Nature of

Ownership

(Instr. 4)

SEC 1474

(9-02)

Indirect

(D) or Indirect Beneficial

Estimated average

burden hours per

MONTREAL, A8 H3A 1L6

(City)

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

(Month/Day/Year)

(Zip)

3. Code

4. Securities TransactionAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following (A)

or

Reported Transaction(s) (Instr. 3 and 4)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Issuer

below)

_X__ Director

Applicable Line)

Code V Amount (D) Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion

3. Transaction Date 3A. Deemed

(Month/Day/Year) Execution Date, if

5. Number of TransactionDerivative

6. Date Exercisable and **Expiration Date**

7. Title and Amount of **Underlying Securities**

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year)		(Instr. 3 and 4)	
				Code V	(A) (D) Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(1)	05/10/2010		A	9,880	(2)	(2)	Common Stock	9,880	
Restricted Stock Units	(1)	05/10/2010		A	7,810	<u>(3)</u>	<u>(3)</u>	Common Stock	7,810	
Employee Stock Options (right to buy)	\$ 66.81	05/10/2010		A	19,760	<u>(4)</u>	05/10/2017	Common Stock	19,760	

Reporting Owners

Reporting Owner Name / Address	Relationships					
reporting 6 wher runner reduces	Director	10% Owner	Officer	Other		
Williams John David C/O DOMTAR CORPORATION 395 DE MAISONNEUVE BOULEVARD MONTREAL, A8 H3A 1L6	X		President and CEO			

Signatures

Razvan L. Theodoru, Attorney-in-fact for Mr. Williams 05/12/2010

**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 Restricted Stock Unit is the economic equivalent of one share of Domtar Corporation Common Stock.
- (2) Restricted Stock Units vest on May 10, 2013.
- (3) Restricted Stock Units represent 25% of the Short-Term Incentive Program payout for 2009 and vest in 3 equal annual installments beginning on May 10, 2011.
- (4) Options vest in 3 equal annual installments beginning on May 10, 2011, and once vested, become exercisable when performance conditions are satisfied.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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