

Edwards Michael
Form 4
May 10, 2011

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 *
Edwards Michael

(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)
05/06/2011

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)
SVP Pulp & Paper Manufacturing

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	05/06/2011		M	6,834 A \$ 12.6 (1)	8,880.5	D	
Common Stock	05/06/2011		S	8,876 (2) D \$ 100.156 (5)	4.5	D	

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

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number.

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 of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 12.6 ⁽¹⁾	05/06/2011		M	3,417 ⁽³⁾	04/08/2010 ⁽³⁾ 04/08/2016	Common Stock	3,417
Employee Stock Option (right to buy)	\$ 12.6 ⁽¹⁾	05/06/2011		M	3,417 ⁽⁴⁾	04/08/2010 ⁽⁴⁾ 04/08/2016	Common Stock	3,417

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Edwards Michael C/O DOMTAR CORPORATION 395 DE MAISONNEUVE BOULEVARD WEST MONTREAL, A8 H3A 1L6			SVP Pulp & Paper Manufacturing	

Signatures

Razvan L. Theodoru, Attorney-in-fact for Mr. Edwards
05/10/2011

____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) The price has been adjusted to reflect the reverse stock split for a ratio of 1-for-12 of the issuer's common shares, which became effective June 10, 2009.

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- (2) Of the shares being sold, 6834 represent exercised stock options which are an integral part of Domtar Corporation's long-term incentive compensation program.

- On April 8, 2009, a grant of regular stock options was awarded to members of the Management Committee. These stock options vest in three equal annual installments on the first three anniversaries of the grant date. Two thirds of the regular stock options were vested as of April 8, 2011.
- (3)

- On April 8, 2009, a grant of performance conditioned stock options was awarded to members of the Management Committee. These stock options vest in three equal annual installments on the first three anniversaries of the grant date. Two thirds of the performance conditioned stock options were vested as of April 8, 2011.
- (4)

- This transaction was executed in multiple trades at prices ranging from \$100.02 to \$100.66. The price reported above is the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (5)

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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