

Edwards Michael
Form 4
April 18, 2012

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)
04/16/2012

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 | 04/16/2012 | | M | 19,821 ⁽⁹⁾ A \$ 0 | 3,024.3209 | D | |
| Common Stock | 04/16/2012 | | F | 9 ⁽¹⁰⁾ D \$ 93.72 | 3,015.3209 | D | |
| Common Stock | 04/16/2012 | | D | 0,821 ⁽¹¹⁾ D \$ 93.72 | 3,014.4999 | D | |

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

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SEC 1474 (9-02)

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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 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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Units | (1) | 04/16/2012 | | A | 19.821 (2) | (3) | (3) | Common Stock | 19.821 |
| Restricted Stock Units | (1) | 04/16/2012 | | M | 19.821 | (3) | (3) | Common Stock | 19.821 |
| Restricted Stock Units | (1) | 04/16/2012 | | A | 6.2732 (2) | (4) | (4) | Common Stock | 6.2732 |
| Restricted Stock Units | (1) | 04/16/2012 | | A | 4.7845 (2) | (5) | (5) | Common Stock | 4.7845 |
| Restricted Stock Units | (1) | 04/16/2012 | | A | 3.8411 (2) | (6) | (6) | Common Stock | 3.8411 |
| Restricted Stock Units | (1) | 04/16/2012 | | A | 3.6667 (2) | (7) | (7) | Common Stock | 3.6667 |
| Restricted Stock Units | (1) | 04/16/2012 | | A | 3.8652 (2) | (8) | (8) | Common Stock | 3.8652 |

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

04/18/2012

__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) These Restricted Stock Units represent dividend equivalents credited to the reporting person's account, following Domtar Corporation's dividend payment of April 16, 2012.
- (3) Restricted Stock Units were vested on April 8, 2012, the same vesting date as the Restricted Stock Units to which the dividend equivalents were related.
- (4) Restricted Stock Units vest on May 10, 2013, the same vesting date as the Restricted Stock Units to which the dividend equivalents are related.
- (5) These Restricted Stock Units vest in 3 equal annual installments beginning on May 10, 2011, the same vesting dates as the Restricted Stock Units to which the dividend equivalents are related.
- (6) Restricted Stock Units vest on February 22, 2014, the same vesting date as the Restricted Stock Units to which the dividend equivalents are related.
- (7) These Restricted Stock Units vest in 3 equal annual installments beginning on February 22, 2012, the same vesting dates as the Restricted Stock Units to which the dividend equivalents are related.
- (8) Restricted Stock Units vest on February 21, 2015, the same vesting date as the Restricted Stock Units to which the dividend equivalents are related.
- (9) Settlement of dividend equivalent related to restricted stock units vested on April 8, 2012.
- (10) Payment of tax liability by withholding securities incident to the settlement of restricted stock units.
- (11) Represents fractional Restricted Stock Units settled in cash.

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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