

Edwards Michael
Form 4
January 17, 2013

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)
01/15/2013

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 Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	

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)

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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)	8. 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)	01/15/2013		A		(3)	(3)	Common Stock	9.3242
Restricted Stock Units	(1)	01/15/2013		A		(4)	(4)	Common Stock	3.5586
Restricted Stock Units	(1)	01/15/2013		A		(5)	(5)	Common Stock	5.7092
Restricted Stock Units	(1)	01/15/2013		A		(6)	(6)	Common Stock	5.45
Restricted Stock Units	(1)	01/15/2013		A		(7)	(7)	Common Stock	5.7451

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
01/17/2013

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)

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These Restricted Stock Units represent dividend equivalents credited to the reporting person's account, following Domtar Corporation's dividend payment of January 15, 2013.

- (3) Restricted Stock Units vest on May 10, 2013, the same vesting date as the Restricted Stock Units to which the dividend equivalents are related.
- (4) 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.
- (5) Restricted Stock Units vest on February 22, 2014, the same vesting date as the Restricted Stock Units to which the dividend equivalents are related.
- (6) 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.
- (7) Restricted Stock Units vest on February 21, 2015, the same vesting date as the Restricted Stock Units to which the dividend equivalents are related.

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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