

Williams John David  
 Form 4  
 May 14, 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 \*  
 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)  
 05/10/2013

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)  
 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 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 or Price		
Common Stock	05/10/2013		M		10,427.83 A <sup>(3)</sup> <sup>(5)</sup>	D	
Common Stock	05/10/2013		F		3,582 <sup>(2)</sup> D \$ 72.68	D	
Common Stock	05/10/2013		D		0.83 <sup>(6)</sup> D \$ 72.68	D	
Common Stock	05/10/2013		M		2,748.32 A <sup>(3)</sup> <sup>(5)</sup>	D	
	05/10/2013		F		945 <sup>(1)</sup> D	D	

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Common Stock					\$			
					72.68			
Common Stock	05/10/2013		D	0.32 <sup>(1)</sup>	D	\$	8,648	D
					72.68			
Common Stock	05/13/2013		S	7,963 <sup>(1)</sup>	D	\$	685	D
					73.83			
					<u>(7)</u>			

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 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 Number Shares
Restricted Stock Units	<u>(3)</u>	05/10/2013		M	2,748.32	<u>(4)</u>	<u>(4)</u>	Common Stock	2,748.32
Restricted Stock Units	<u>(3)</u>	05/10/2013		M	10,427.83	05/10/2013	<u>(8)</u>	Common Stock	10,427.83

## Reporting Owners

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

## Signatures

Razvan L. Theodoru, Attorney-in-fact for Mr. Williams  
05/14/2013

     \*\*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) Shares being sold represent settled Restricted Stock Units which are an integral part of Domtar Corporation's long-term incentive compensation program.
- (2) Payment of tax liability by withholding securities incident to the settlement of restricted stock units (RSUs).
- (3) Each Restricted Stock Unit is the economic equivalent of one share of Domtar Corporation Common Stock.
- (4) These Restricted Stock Units vest in 3 equal annual installments beginning on May 10, 2011.
- (5) This transaction represents the settlement of vested restricted stock units in shares of common stock.
- (6) Fractional restricted stock units settled in cash.

This transaction was executed in multiple trades at prices ranging from \$73.55 to \$74.01 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.

- (8) These Restricted Stock Units vested on May 10, 2013.

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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