

Ushpol Mark
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 *
Ushpol Mark

(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)
Senior VP, Distribution

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	05/10/2013		M		1,139.88	A	<u>(2)</u> <u>(4)</u>
Common Stock	05/10/2013		F		547 <u>(1)</u>	D	\$ 72.68
Common Stock	05/10/2013		D		0.88 <u>(5)</u>	D	\$ 72.68
Common Stock	05/10/2013		M		369.36	A	<u>(2)</u> <u>(4)</u>
	05/10/2013		F		178	D	1,271.36

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Common Stock					\$			
					72.68			
Common Stock	05/10/2013		D	0.36	D	\$	1,271	D
					72.68			

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)	Amount Number of Shares
Restricted Stock Units	(2)	05/10/2013		M	369.36	05/10/2011(3)	Common Stock	369.
Restricted Stock Units	(2)	05/10/2013		M	1,139.88	05/10/2013	Common Stock	1,139

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Ushpol Mark
C/O DOMTAR CORPORATION
395 DE MAISONNEUVE BOULEVARD WEST
MONTREAL, A8 H3A 1L6

Senior VP, Distribution

Signatures

Razvan L. Theodoru, Attorney-in-fact for Mr. Ushpol

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) Payment of tax liability by withholding securities incident to the settlement of restricted stock units (RSUs).
- (2) Each Restricted Stock Unit is the economic equivalent of one share of Domtar Corporation Common Stock.
- (3) These Restricted Stock Units vest in 3 equal annual installments beginning on May 10, 2011.
- (4) This transaction represents the settlement of vested restricted stock units in shares of common stock.
- (5) Fractional Restricted Stock Units settled in cash.
- (6) 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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