

Domtar CORP  
Form 4  
October 17, 2014

**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)  
10/15/2014

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

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

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SEC 1474 (9-02)

**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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Deferred Stock Units	(1)	10/15/2014		A		(3)	(3)	Common Stock	642.2805
Restricted Stock Units	(1)	10/15/2014		A		(4)	(4)	Common Stock	172.1024
Deferred Stock Units	(1)	10/15/2014		A		(5)	(5)	Common Stock	50.6781
Deferred Stock Units	(1)	10/15/2014		A		(6)	(6)	Common Stock	50.6781
Restricted Stock Units	(1)	10/15/2014		A		(8)	(8)	Common Stock	224.5668
Restricted Stock Units	(1)	10/15/2014		A		(9)	(9)	Common Stock	169.2626
Deferred Stock Units	(1)	10/15/2014		A		(10)	(10)	Common Stock	50.6781

## 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  
10/17/2014

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 Deferred Stock Unit/Restricted Stock Unit is the economic equivalent of one share of Domtar Corporation Common Stock.
- (2) These Deferred Stock Units/Restricted Stock Units (as applicable) represent dividend equivalents credited to the reporting person's account, following Domtar Corporation's dividend payment of October 15, 2014.  
These Deferred Stock Units have the same vesting date as the Deferred Stock Units to which the dividend equivalents are related: all DSUs have already vested as of March 15, 2011. Vested shares (or the cash value thereof) will be delivered to the reporting person in January of the year following the year in which the reporting person terminates employment with Domtar.
- (3) Restricted Stock Units vest on February 21, 2015, the same vesting date as the Restricted Stock Units to which the dividend equivalents are related.
- (4) These Deferred Stock Units will vest on the earliest of February 22, 2017 or termination of employment, the same vesting date as the Deferred Stock Units to which the dividend equivalents are related.
- (5) These Deferred Stock Units will vest on the earliest of February 22, 2018 or termination of employment, the same vesting date as the Deferred Stock Units to which the dividend equivalents are related.
- (6) These Deferred Stock Units are represented by vested Restricted Stock Units for which settlement was deferred.
- (7) Restricted Stock Units vest on February 19, 2016, the same vesting date as the Restricted Stock Units to which the dividend equivalents are related.
- (8) Restricted Stock Units vest on February 18 2017, the same vesting date as the Restricted Stock Units to which the dividend equivalents are related.
- (9) These Deferred Stock Units will vest on the earliest of February 22, 2019 or termination of employment, the same vesting date as the Deferred Stock Units to which the dividend equivalents are related.
- (10) These Deferred Stock Units will vest on the earliest of February 22, 2019 or termination of employment, the same vesting date as the Deferred 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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