

Domtar CORP  
Form 4  
October 19, 2015

**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, 234 KINGSLEY PARK DRIVE

(Street)

FORT MILL, SC 29715

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
Domtar CORP [UFS]

3. Date of Earliest Transaction (Month/Day/Year)  
10/15/2015

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)  | Price   |  |                                   |
|                                 |                                      |  |                                | Code  | V   | Amount   |                                   |

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)**

| 1. Title of Derivative | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number of Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Securities |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|

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| Security (Instr. 3)    | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | (Instr. 3 and 4) |                  |                 |              |                            |
|------------------------|--|----------------------|-----------------|---|------------------|------------------|------------------|-----------------|--------------|----------------------------|
|                        |  |                      | Code            | V   | (A)              | (D)              | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares |
| Restricted Stock Units | (1)                                      | 10/15/2015           | A               |   | 210.758<br>(2)   |                  | (3)              | (3)             | Common Stock | 210.758                    |
| Restricted Stock Units | (1)                                      | 10/15/2015           | A               |   | 158.8544<br>(2)  |                  | (4)              | (4)             | Common Stock | 158.8544                   |
| Restricted Stock Units | (1)                                      | 10/15/2015           | A               |   | 237.7361<br>(2)  |                  | (5)              | (5)             | Common Stock | 237.7361                   |
| Deferred Share Units   | (1)                                      | 10/15/2015           | A               |   | 602.7861<br>(2)  |                  | (6)              | (6)             | Common Stock | 602.7861                   |
| Deferred Share Units   | (1)                                      | 10/15/2015           | A               |   | 47.5619<br>(2)   |                  | (7)              | (7)             | Common Stock | 47.5619                    |
| Deferred Share Units   | (1)                                      | 10/15/2015           | A               |   | 47.5619<br>(2)   |                  | (8)              | (8)             | Common Stock | 47.5619                    |
| Deferred Share Units   | (1)                                      | 10/15/2015           | A               |   | 47.5619<br>(2)   |                  | (9)              | (9)             | Common Stock | 47.5619                    |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                   |       |
|---|---------------|-----------|-------------------|-------|
|   | Director      | 10% Owner | Officer           | Other |
| Williams John David<br>C/O DOMTAR CORPORATION<br>234 KINGSLEY PARK DRIVE<br>FORT MILL, SC 29715 | X             |           | President and CEO |       |

## Signatures

Razvan L. Theodoru, Attorney-in-fact for Mr. Williams  
10/19/2015

\_\_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 or Deferred Share Unit is the economic equivalent of one share of Domtar Corporation Common Stock.
- (2) These Deferred Share Units or Restricted Stock Units represent dividend equivalents credited to the reporting person's account, following Domtar Corporation's dividend payment of October 15, 2015.
- (3) These Restricted Stock Units vest on February 19, 2016, the same vesting date as the Restricted Stock Units to which the dividend equivalents are related.
- (4) These Restricted Stock Units vest on February 18, 2017, the same vesting date as the Restricted Stock Units to which the dividend equivalents are related.
- (5) Restricted Stock Units vest on February 23, 2018, the same vesting date as the Restricted Stock Units to which the dividend equivalents are related.  
  
These Deferred Share Units have the same vesting date as the Deferred Share Units to which these dividend equivalents are related: all
- (6) 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.
- (7) These Deferred Share Units will vest on the earliest of February 22, 2017, or upon termination of employment, the same vesting date as the Deferred Share Units to which these dividend equivalents are related.
- (8) These Deferred Share Units will vest on the earliest of February 22, 2018, or upon termination of employment, the same vesting date as the Deferred Share Units to which these dividend equivalents are related.
- (9) These Deferred Share Units will vest on the earliest of February 22, 2019, or upon termination of employment, the same vesting date as the Deferred Share Units to which these 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.