

Domtar CORP
Form 4
February 24, 2016

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
LOULOU PATRICK

(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)
02/22/2016

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, Corporate Development

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 or Price | | | |
| Common Stock | 02/22/2016 | | M | | 1,070 | A | \$ 0 18,876 | D |
| Common Stock | 02/22/2016 | | A | | 1,715.5488 | A | \$ 0 20,591.5488 | D |
| Common Stock | 02/22/2016 | | D | | 0.5488 | D | \$ 33.78 20,591 | D |
| Common Stock | 02/22/2016 | | F | | 1,485 | D | \$ 33.78 19,106 | D |

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 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 Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|----------|-----|--|-----------------|---|
| | | | | | V | (A) | (D) | Date Exercisable | Expiration Date | |
| Performance Stock Units | (1) | 02/22/2016 | | M | | 1,070 | | 02/22/2016 | 02/22/2016 | Common Stock |
| Performance Stock Units | (1) | 02/22/2016 | | A | | 624.79 | | (2) | (2) | Common Stock |
| Performance Stock Units | (1) | 02/22/2016 | | A | | 1,748.88 | | (3) | (3) | Common Stock |
| Restricted Stock Units | (1) | 02/22/2016 | | A | | 4,729 | | (4) | (4) | Common Stock |
| Employee Stock Options (Right to buy) | \$ 33.78 | 02/22/2016 | | A | | 7,835 | | (5) | 02/22/2023 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| LOULOU PATRICK C/O DOMTAR CORPORATION 234 KINGSLEY PARK DRIVE FORT MILL, SC 29715 | | | SVP, Corporate Development | |

Signatures

Razvan L. Theodoru, Attorney-in-fact for Mr. Loulou 02/24/2016

__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 Stock Unit is the economic equivalent of one share of Domtar Corporation Common Stock.
- (2) Performance Stock Units (PSUs) for which performance goals have been achieved. These PSUs will vest on February 21, 2017, subject to continued service.
- (3) Performance Stock Units (PSUs) for which performance goals have been achieved. These PSUs will vest on February 20, 2018, subject to continued service.
- (4) Restricted Stock Units vest on February 22, 2019, subject to continued service.
- (5) The options vest in approximately equal annual installments on the first three anniversaries of the grant date.

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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