GIFFIN GORDON D

Form 4

October 31, 2007

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB

3235-0287 Number:

OMB APPROVAL

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if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * GIFFIN GORDON D

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

below)

BOWATER INC [BOW]

(Check all applicable)

(Last)

(First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

10/29/2007

X_ Director Officer (give title

10% Owner Other (specify

55 EAST CAMPERDOWN WAY

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

(Instr. 8)

X Form filed by One Reporting Person Form filed by More than One Reporting

(Instr. 4)

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

GREENVILLE, SC 29601

1.Title of

Security

(Instr. 3)

(City) (State) (Zip)

2. Transaction Date 2A. Deemed

4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Code Disposed of (D)

(Instr. 3, 4 and 5)

5. Amount of Securities Beneficially

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership

Following Reported Transaction(s)

Owned

(A) or (Instr. 3 and 4) Code V Amount (D) Price

(Month/Day/Year)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

(Instr. 4)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed 5. Number of 6. Date Exercisable and Derivative Conversion (Month/Day/Year) Execution Date, if **TransactionDerivative Expiration Date** Security or Exercise Code Securities (Month/Day/Year) (Instr. 3) Price of (Month/Day/Year) (Instr. 8) Acquired (A) or

7. Title and A

Underlying So

(Instr. 3 and 4

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Derivative Security			Disposed of (D) (Instr. 3, 4, and 5)					
				Code V (A	A) (D)	Date Exercisable	Expiration Date	Title
	Restricted Stock Units	<u>(1)</u>	10/29/2007	D	2,175	<u>(1)</u>	<u>(1)</u>	Common Stock
	Restricted Stock Units	<u>(2)</u>	10/29/2007	D	808.32	(2)	(2)	Common Stock
	Stock Options	\$ 44.355	10/29/2007	D	2,000	01/28/2006	01/28/2014	Common Stock
	Stock Options	\$ 38.09	10/29/2007	D	1,500	05/07/2005	05/07/2013	Common Stock
	Phantom Stock Units (Deferred Fee Plan)	<u>(4)</u>	10/29/2007	D	1,876.67	<u>(4)</u>	<u>(4)</u>	Common Stock
	Phantom Stock Units (Deferred Compensation Plan)	<u>(5)</u>	10/29/2007	D	10,301.08	<u>(5)</u>	<u>(5)</u>	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships					
. 0	Director	10% Owner	Officer	Other		
GIFFIN GORDON D 55 EAST CAMPERDOWN WAY GREENVILLE, SC 29601	X					

Signatures

/s/ William A. McCormick, Attorney-in-Fact

**Signature of Reporting Person

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).

Date

October 29, 2007, and replaced with restricted stock units representing a contingent right to receive the cash value of an amount of
AbitibiBowater common stock equal to the number of shares of Bowater common stock subject to the Restricted Stock Units multiplied by 0.52. AbitibiBowater common stock had a market value of \$36.77 per share on the effective date of the Combination. Each Restricted Stock Unit is the economic equivalent of one share of Bowater common stock and is settled in cash upon the director's ceasing to be an outside director of Bowater or other events as specified in the plan.

Assumed by AbitibiBowater in the combination of Bowater Incorporated and Abitibi-Consolidated Inc. (the "Combination"), effected on

(2)

Reporting Owners 2

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Assumed by AbitibiBowater in the Combination and replaced with restricted stock units that are the economic equivalent of an amount of AbitibiBowater common stock equal to the number of shares of Bowater common stock subject to the Restricted Stock Units multiplied by 0.52. Each Restricted Stock Unit is the economic equivalent of one share of Bowater common stock and becomes payable in cash at the time the director ceases to be a director after completing five years of service, death or disability or change in control.

- Assumed by AbitibiBowater in the Combination and replaced with stock options to purchase an amount of AbitibiBowater common stock (3) equal to the number of shares of Bowater common stock subject to the Stock Options multiplied by 0.52. The exercise price of the replacement stock options is determined by dividing the existing exercise price by 0.52.
- Assumed by AbitibiBowater in the Combination and replaced with phantom stock units that are the economic equivalent of an amount of AbitibiBowater common stock equal to the number of shares of Bowater common stock subject to the Phantom Stock Units multiplied by 0.52. Each Phantom Stock Unit is the economic equivalent of one share of Bowater common stock and becomes payable in cash at the time the director ceases to be a director after completing five years of service, death or disability or change in control.
 - Assumed by AbitibiBowater in the Combination and replaced with phantom stock units that are the economic equivalent of an amount of AbitibiBowater common stock equal to the number of shares of Bowater common stock subject to the Phantom Stock Units multiplied by
- (5) 0.52. Acquired as deferred compensation for the director's annual retainer and meeting fees at a price equal to 95% of the closing price of Bowater common stock on the day of deferral. Each Phantom Stock Unit is the economic equivalent of one share of Bowater common stock and becomes payable, in cash or Bowater common stock, at the election of the director, either (a) as soon as possible after they cease to be an outside director or in a stated number of years thereafter or (b) in either five or ten installments.

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.