

Ellington Curtis Randolph
Form 4
October 31, 2007

FORM 4

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

OMB APPROVAL

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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 *
Ellington Curtis Randolph

(Last) (First) (Middle)
55 EAST CAMPERDOWN WAY
(Street)

GREENVILLE, SC 29601

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
BOWATER INC [BOW]

3. Date of Earliest Transaction
(Month/Day/Year)
10/29/2007

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
__X__ Officer (give title below) ___ Other (specify below)
Senior VP - Newsprint Sales

6. Individual or Joint/Group Filing(Check Applicable Line)
__X__ 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 | 10/29/2007 | | D | | 1,575 | D | 0 |
| Common Stock | 10/29/2007 | | D | | 10,370.1007 (2) | D | 0 |
| Common Stock | 10/29/2007 | | D | | 150 | D | 0 |

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

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number.

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Restricted Stock Units | \$ 27.87 | 10/29/2007 | | D | 5,841 | <u>(3)</u> | 01/30/2017 | Common Stock |
| Restricted Stock Units | \$ 26.35 | 10/29/2007 | | D | 7,932 | 01/01/2008 | 05/10/2016 | Common Stock |
| Restricted Stock Units | <u>(5)</u> | 10/29/2007 | | D | 1,130 | 01/24/2009 | 05/10/2016 | Common Stock |
| Restricted Stock Units | <u>(5)</u> | 10/29/2007 | | D | 1,130 | <u>(6)</u> | 05/10/2016 | Common Stock |
| Stock Options (right to buy) | \$ 26.35 | 10/29/2007 | | D | 4,370 | 01/24/2009 | 05/10/2016 | Common Stock |
| Stock Options (right to buy) | \$ 37.295 | 10/29/2007 | | D | 10,000 | <u>(8)</u> | 01/25/2015 | Common Stock |
| Stock Options (right to buy) | \$ 45.02 | 10/29/2007 | | D | 10,000 | <u>(8)</u> | 01/27/2014 | Common Stock |
| Stock Options (right to buy) | \$ 40.74 | 10/29/2007 | | D | 10,000 | <u>(8)</u> | 01/28/2013 | Common Stock |
| Stock Options (right to buy) | \$ 47.025 | 10/29/2007 | | D | 10,000 | <u>(8)</u> | 01/29/2012 | Common Stock |
| Stock Options (right to buy) | \$ 51.93 | 10/29/2007 | | D | 10,000 | <u>(8)</u> | 01/30/2011 | Common Stock |
| Stock Options (right to buy) | \$ 48 | 10/29/2007 | | D | 10,000 | <u>(8)</u> | 01/25/2010 | Common Stock |
| Stock Options (right to buy) | \$ 48.9688 | 10/29/2007 | | D | 10,000 | <u>(8)</u> | 01/27/2008 | Common Stock |

| | | | | | | | |
|--------------------------------|-------------|------------|---|---------------------------|-------------|-------------|-----------------|
| Stock Appreciation Right | \$ 54.84 | 10/29/2007 | D | 21,200 | <u>(9)</u> | 05/10/2010 | Common Stock |
| Stock Appreciation Right | \$ 39.78 | 10/29/2007 | D | 1,000 | <u>(9)</u> | 02/22/2009 | Common Stock |
| Stock Appreciation Right | \$ 41.0312 | 10/29/2007 | D | 10,000 | <u>(9)</u> | 01/26/2009 | Common Stock |
| Phantom Stock Units | <u>(10)</u> | 10/29/2007 | D | 1,334,7822 <u>(11)</u> | <u>(10)</u> | <u>(10)</u> | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Ellington Curtis Randolph 55 EAST CAMPERDOWN WAY GREENVILLE, SC 29601 | | | Senior VP - Newsprint Sales | |

Signatures

/s/ Curtis Randolph
Ellington

10/31/2007

 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) Disposed of pursuant to the combination of Bowater Incorporated and Abitibi-Consolidated Inc. (the "Combination"), effected on October 29, 2007. Each share of Bowater Common Stock was exchanged for 0.52 of a share of AbitibiBowater common stock having a market value of \$36.77 per share on the effective date of the Combination.
- (2) Represents all securities acquired by the reporting person under the Bowater Incorporated Savings Plan as of October 26, 2007. Additional securities may have accrued to the reporting person's account since that date.
- (3) These Restricted Stock Units vest in three equal annual installments beginning January 30, 2007.
- (4) Assumed by AbitibiBowater in the Combination and replaced with restricted stock units representing a contingent right to receive 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.
- (5) Each Restricted Stock Unit represents a contingent right to receive one share of Bowater common stock.
- (6) These Restricted Stock Units vest January 24, 2009 or in the event of involuntary termination without cause. If Bowater has cumulative positive earnings per share during the three-year period beginning January 1, 2006 and ending December 31, 2008, the total awards will vest. If Bowater has positive earnings per share for any one calendar year during the three-year period, one-third of the respective award will vest for each such year.
- (7) Assumed by AbitibiBowater in the Combination and replaced with stock options to purchase an amount of AbitibiBowater common stock 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 exercise price of the Stock Options by 0.52.
- (8) These Stock Options are exercisable.

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- (9) Assumed by AbitibiBowater in the Combination and replaced with stock appreciation rights 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 Stock Appreciation Rights multiplied by 0.52. These stock appreciation rights are exercisable.
- (10) 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 upon the reporting person's retirement, death, disability, or other termination of employment.
- (11) Represents all securities acquired by the reporting person under the Bowater Incorporated Compensatory Benefits Plan as of October 26, 2007. Additional securities may have accrued to the reporting person's account since that 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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