

MERCER INTERNATIONAL INC
 Form 4
 July 07, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
EINHORN DAVID

2. Issuer Name and Ticker or Trading Symbol
MERCER INTERNATIONAL INC [MERC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

____ Director 10% Owner
 ____ Officer (give title below) ____ Other (specify below)

140 EAST 45TH STREET, FLOOR 24

07/05/2005

(Street)

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

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

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

NEW YORK, NY 10017

(City) (State) (Zip)

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)			
			Code	V	Amount or Price (A) or (D)					
Common Shares	07/05/2005		S		20,200 (1)	D	\$ 7.25	269,800	I (2)	See Note (1)
Common Shares	07/05/2005		S		57,300 (1)	D	\$ 7.25	850,500	I (3)	See Note (1)
Common Shares	07/05/2005		S		71,500 (1)	D	\$ 7.25	1,147,530	I (4)	See Note (1)

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

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SEC 1474 (9-02)

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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 Amount of Underlying Security (Instr. 3 and 4)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
8.5% Convertible Senior Subordinated Notes (Right to Buy)	\$ 7.75	07/05/2005		P	\$ 205,700	07/05/2005	10/14/2010	Common Shares	26
8.5% Convertible Senior Subordinated Notes (Right to Buy)	\$ 7.75	07/05/2005		P	\$ 509,700	07/05/2005	10/14/2010	Common Shares	65
8.5% Convertible Senior Subordinated Notes (Right to Buy)	\$ 7.75	07/05/2005		P	\$ 284,600	07/05/2005	10/14/2010	Common Shares	36

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
EINHORN DAVID 140 EAST 45TH STREET FLOOR 24 NEW YORK, NY 10017		X		
GREENLIGHT CAPITAL LLC 140 EAST 45TH STREET FLOOR 24 NEW YORK, NY 10017		X		

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(7) Greenlight Inc. holds 1,147,530 Common Shares of Mercer, excluding Common Shares from conversion of the notes, indirectly through the account of Greenlight Offshore, which is controlled by Greenlight Inc. Additionally, Greenlight Offshore may convert Mercer's 8.5% Convertible Senior Subordinated Notes into Common Shares at any time. Including the Common Shares it would hold after such conversion, Greenlight Inc holds indirectly 1,964,600 Common Shares through the account of Greenlight Offshore. Greenlight Inc. is the investment advisor of Greenlight Offshore and receives an asset-based fee and an annual fee based on the appreciation of Greenlight Offshore. Greenlight Offshore's total investment in Mercer accounts for less than 10% of its portfolio. Mr. Einhorn, as president and director of Greenlight Inc., has control over the voting and disposition of the securities of Greenlight Offshore. Additionally, Mr. Einhorn owns shares in Greenlight Offshore.

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.