

MERCER INTERNATIONAL INC.

Form 4

June 03, 2013

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 *
Lauritzen Eric

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)
06/03/2013

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

C/O SUITE 1120, 700 WEST PENDER STREET

(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

VANCOUVER, A1 V6C 1G8

(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 (D) Price | | |
| Common Stock | 06/03/2013 | | J | | 8,000 (1) \$ 0 | 68,000 | D |
| Common Stock | 06/03/2013 | | J | | 5,000 (2) \$ 0 | 42,000 | D |
| Common Stock | 06/03/2013 | | J | | 5,000 (3) \$ 0 | 148,685 | D |
| Common Stock | 06/03/2013 | | J | | 5,000 (4) \$ 0 | 35,000 | D |
| Common Stock | 06/03/2013 | | J | | 5,000 (5) \$ 0 | 15,000 | D |

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| | | | | | | | |
|--------------|------------|---|--------------|---|------|--------|---|
| Common Stock | 06/03/2013 | J | 5,000 (6) | A | \$ 0 | 19,000 | D |
| Common Stock | 06/03/2013 | J | 5,000 (7) | A | \$ 0 | 5,000 | D |

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.

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(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 Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Lauritzen Eric C/O SUITE 1120 700 WEST PENDER STREET VANCOUVER, A1 V6C 1G8 | X | | | |
| MCCARTNEY WILLIAM SUITE 1120 700 WEST PENDER STREET VANCOUVER, A1 V6C 1G8 | X | | | |
| WITTS GRAEME SUITE 1120 700 WEST PENDER STREET VANCOUVER, A1 V6C 1G8 | X | | | |
| Picchi Bernard SUITE 1120 | X | | | |

700 WEST PENDER STREET
VANCOUVER, A1 V6C 1G8

Shepherd James
SUITE 1120
700 WEST PENDER STREET X
VANCOUVER, A1 V6C 1G8

Purchase Keith
SUITE 1120
700 WEST PENDER STREET X
VANCOUVER, A1 V6C 1G8

ORR NANCY
SUITE 1120
700 WEST PENDER STREET X
VANCOUVER, A1 V6C 1G8

Signatures

/s/ Eric
Lauritzen 06/03/2013
 **Signature of Date
 Reporting Person

/s/ William
McCartney 06/03/2013
 **Signature of Date
 Reporting Person

/s/ Graeme Witts
06/03/2013
 **Signature of Date
 Reporting Person

/s/ Bernard
Picchi 06/03/2013
 **Signature of Date
 Reporting Person

/s/ James
Shepherd 06/03/2013
 **Signature of Date
 Reporting Person

/s/ Keith
Purchase 06/03/2013
 **Signature of Date
 Reporting Person

/s/ Nancy Orr
06/03/2013
 **Signature of Date
 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).

(1) Mr. Lauritzen was granted 8,000 restricted shares of common stock by Mercer International Inc. ("Mercer") in connection with his role as Lead Director of Mercer. These shares vest and become non-forfeitable on June 3, 2014, unless a change in control of Mercer occurs prior to such date, in which case such shares vest immediately.

(2) Mr. McCartney was granted 5,000 restricted shares of common stock by Mercer International Inc. ("Mercer") in connection with his role as a director of Mercer. These shares vest and become non-forfeitable on June 3, 2014, unless a change in control of Mercer occurs prior to such date, in which case such shares vest immediately.

(3) Mr. Witts was granted 5,000 restricted shares of common stock by Mercer International Inc. ("Mercer") in connection with his role as a director of Mercer. These shares vest and become non-forfeitable on June 3, 2014, unless a change in control of Mercer occurs prior to such date, in which case such shares vest immediately.

(4) Mr. Picchi was granted 5,000 restricted shares of common stock by Mercer International Inc. ("Mercer") in connection with his role as a director of Mercer. These shares vest and become non-forfeitable on June 3, 2014, unless a change in control of Mercer occurs prior to such date, in which case such shares vest immediately.

(5) Mr. Shepherd was granted 5,000 restricted shares of common stock by Mercer International Inc. ("Mercer") in connection with his role as a director of Mercer. These shares vest and become non-forfeitable on June 3, 2014, unless a change in control of Mercer occurs prior to such date, in which case such shares vest immediately.

(6) Mr. Purchase was granted 5,000 restricted shares of common stock by Mercer International Inc. ("Mercer") in connection with his role as a director of Mercer. These shares vest and become non-forfeitable on June 3, 2014, unless a change in control of Mercer occurs prior to such date, in which case such shares vest immediately.

(7) Ms. Orr was granted 5,000 restricted shares of common stock by Mercer International Inc. ("Mercer") in connection with her role as a director of Mercer. These shares vest and become non-forfeitable on June 3, 2014, unless a change in control of Mercer occurs prior to such date, in which case such shares vest immediately.

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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