MERCER INTERNATIONAL INC

Form 4

August 05, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

EINHORN DAVID

2. Issuer Name and Ticker or Trading Symbol

MERCER INTERNATIONAL INC [MERCS]

(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

(Last)

(First)

(Middle)

3. Date of Earliest Transaction

08/03/2005

Director Officer (give title below)

_X__ 10% Owner __ Other (specify

140 EAST 45TH STREET, FLOOR

24

(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 _X_ Form filed by More than One Reporting

Person

NEW YORK, NY 10017

(City)	(State)	(Zip) Tabl	e I - Non-I	Derivative S	ecuriti	ies Acqu	iired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securitie Transactior(A) or Disp Code (Instr. 3, 4 (Instr. 8)		es Acquired bosed of (D)		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)
Common Shares	08/03/2005		Code V S	Amount 26,700 (1)	(D)	Price \$ 7.25	225,200	I (2)	See Note (1)
Common Shares	08/03/2005		S	84,000 (1)	D	\$ 7.25	710,700	I (3)	See Note (1)
Common Shares	08/03/2005		S	113,300 (1)	D	\$ 7.25	958,930	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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displays a currently valid OMB control 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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amou Underlying Secur (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Am or Nu of S
8.5% Convertible Senior Subordinated Notes (Right to Buy)	\$ 7.75	08/03/2005		P	\$ 179,300	08/03/2005	10/14/2010	Common Shares	23
8.5% Convertible Senior Subordinated Notes (Right to Buy)	\$ 7.75	08/03/2005		P	\$ 562,300	08/03/2005	10/14/2010	Common Shares	72
8.5% Convertible Senior Subordinated Notes (Right to Buy)	\$ 7.75	08/03/2005		P	\$ 758,400	08/03/2005	10/14/2010	Common Shares	97

Reporting Owners

Reporting Owner Name / Address	Relationships					
.r. g	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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GREENLIGHT CAPITAL INC 140 EAST 45TH STREET FLOOR 24 NEW YORK, NY 10017

X

Signatures

Daniel Roitman, on behalf of David Einhorn 08/03/2005

**Signature of Reporting Person Date

Daniel Roitman, Chief Operating Officer of Greenlight Capital, L.L.C. 08/03/2005

**Signature of Reporting Person Date

Daniel Roitman, Chief Operating Officer of Greenlight Capital,
Inc.

08/03/2005

**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).

The filing of this Form 4 shall not be construed as an admission that Greenlight Capital, L.L.C. ("Greenlight LLC"), Greenlight Capital, Inc. ("Greenlight Inc" and, together with Greenlight LLC, "Greenlight"), or David Einhorn, the senior managing member of Greenlight LLC and president of Greenlight Inc, are or were for the purposes of Section 16(a) of the Securities Exchange Act of 1934, as amended,

- or otherwise the beneficial owner of any of the shares of beneficial interest, par value \$1.00 per share (the "Common Shares") of Mercer International, Inc. ("Mercer") owned by Greenlight Capital, L.P. ("Greenlight Fund"), Greenlight Capital Qualified, L.P. ("Greenlight Offshore" and, collectively, the "Greenlight Funds"). Pursuant to Rule 16a-1, Greenlight LLC, Greenlight Inc, and Mr. Einhorn all disclaim such beneficial ownership.
- Greenlight LLC holds 225,200 Common Shares of Mercer, excluding Common Shares from conversion of the notes, indirectly through the accounts of Greenlight Fund, of which Greenlight LLC is general partner. Greenlight LLC receives an allocation of net profits from and owns a partnership interest in Greenlight Fund. Mr. Einhorn reports the shares held indirectly by Greenlight LLC because, as the senior managing member of Greenlight LLC at the time of sale, Mr. Einhorn controlled the disposition and voting of the securities.
- Greenlight LLC holds 710,700 Common Shares of Mercer, excluding Common Shares from conversion of the notes, indirectly through the accounts of Greenlight Qualified, of which Greenlight LLC is general partner. Greenlight LLC receives an allocation of net profits from and owns a partnership interest in Greenlight Qualified. Mr. Einhorn reports the shares held indirectly by Greenlight LLC because, as the senior managing member of Greenlight LLC at the time of sale, Mr. Einhorn controlled the disposition and voting of the securities.
 - Greenlight Inc. holds 958,930 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. Greenlight Inc. is the investment advisor of Greenlight Offshore
- (4) 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.
 - Greenlight LLC holds 225,200 Common Shares of Mercer, excluding Common Shares from conversion of the notes, indirectly through the accounts of Greenlight Fund, of which Greenlight LLC is general partner. Additionally, Greenlight Fund 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
- (5) conversion, Greenlight LLC holds indirectly 477,045 Common Shares through the account of Greenlight Fund. Greenlight LLC receives an allocation of net profits from and owns a partnership interest in Greenlight Fund. Mr. Einhorn reports the shares held indirectly by Greenlight LLC because, as the senior managing member of Greenlight LLC at the time of sale, Mr. Einhorn controlled the disposition and voting of the securities.
 - Greenlight LLC holds 710,700 Common Shares of Mercer, excluding Common Shares from conversion of the notes, indirectly through the accounts of Greenlight Qualified, of which Greenlight LLC is general partner. Additionally, Greenlight Qualified may convert Mercer's 8.5% Convertible Senior Subordinated Notes into Common Shares at any time. Including the Common Shares it would hold
- (6) after such conversion, Greenlight LLC holds indirectly 1,478,687 Common Shares through the account of Greenlight Qualified. Greenlight LLC receives an allocation of net profits from and owns a partnership interest in Greenlight Qualified. Mr. Einhorn reports the shares held indirectly by Greenlight LLC because, as the senior managing member of Greenlight LLC at the time of sale, Mr. Einhorn controlled the disposition and voting of the securities.

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Greenlight Inc. holds 958,930 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 1,939,097 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.