

ADAMS GUY W
Form 4
June 08, 2012

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 *
ADAMS GUY W

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)
433 N. CAMDEN DR., #810

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
06/08/2012

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

BEVERLY HILLS, CA 90210

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

(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 Stock	06/08/2012		J		5,000 (1)	A	\$ 0 26,000 D
Common Stock	06/08/2012		J		6,500 (2)	A	\$ 0 60,000 D
Common Stock	06/08/2012		J		5,000 (3)	A	\$ 0 37,000 D
Common Stock	06/08/2012		J		5,000 (4)	A	\$ 0 9,000 D
Common Stock	06/08/2012		J		5,000 (5)	A	\$ 0 10,000 D

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Common Stock 06/08/2012 J 5,000⁽⁶⁾ A \$ 0 93,685 D

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

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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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
				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
ADAMS GUY W 433 N. CAMDEN DR. #810 BEVERLY HILLS, CA 90210	X			
Lauritzen Eric C/O SUITE 1790-400 BURNARD STREET VANCOUVER, A1 V6C 3A6	X			
MCCARTNEY WILLIAM 1260 609 GRANVILLE ST PO BOX 10365 VANCOUVER BRITISH COLUMBIA CANADA, A1 00000	X			
Purchase Keith SUITE 1120 700 WEST PENDER STREET VANCOUVER, A1 V6C 1G8	X			
	X			

Shepherd James
 650 WEST GEORGIA STREET
 SUITE 2840
 VANCOUVER, A1 V6B 4N8

WITTS GRAEME
 L HERMITAGE LES VARINES
 ST SAVIOUR JERSEY
 COUNTRY CHANNEL ISLANDS, X0 00000

X

Signatures

/s/ Guy Adams
 06/08/2012
 **Signature of
 Reporting Person Date

/s/ Eric
 Lauritzen
 06/08/2012
 **Signature of
 Reporting Person Date

/s/ William
 McCartney
 06/08/2012
 **Signature of
 Reporting Person Date

/s/ Keith
 Purchase
 06/08/2012
 **Signature of
 Reporting Person Date

/s/ James
 Shepherd
 06/08/2012
 **Signature of
 Reporting Person Date

/s/ Graeme Witts
 06/08/2012
 **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) Mr. Adams was granted 5,000 restricted shares of common stock by Mercer International Inc. ("Mercer") in connection with his role as an independent director of Mercer. These shares vest and become non-forfeitable on June 8, 2013, unless a change in control of Mercer occurs prior to such date, in which case such shares vest immediately upon the occurrence of such change in control.

(2) Mr. Lauritzen was granted 6,500 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 8, 2013, unless a change in control of Mercer occurs prior to such date, in which case such shares vest immediately upon the occurrence of such change in control.

(3) Mr. McCartney was granted 5,000 restricted shares of common stock by Mercer International Inc. ("Mercer") in connection with his role as an independent director of Mercer. These shares vest and become non-forfeitable on June 8, 2013, unless a change in control of Mercer occurs prior to such date, in which case such shares vest immediately upon the occurrence of such change in control.

(4)

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Mr. Purchase was granted 5,000 restricted shares of common stock by Mercer International Inc. ("Mercer") in connection with his role as an independent director of Mercer. These shares vest and become non-forfeitable on June 8, 2013, unless a change in control of Mercer occurs prior to such date, in which case such shares vest immediately upon the occurrence of such change in control.

(5) Mr. Shepherd was granted 5,000 restricted shares of common stock by Mercer International Inc. ("Mercer") in connection with his role as an independent director of Mercer. These shares vest and become non-forfeitable on June 8, 2013, unless a change in control of Mercer occurs prior to such date, in which case such shares vest immediately upon the occurrence of such change in control.

(6) Mr. Witts was granted 5,000 restricted shares of common stock by Mercer International Inc. ("Mercer") in connection with his role as an independent director of Mercer. These shares vest and become non-forfeitable on June 8, 2013, unless a change in control of Mercer occurs prior to such date, in which case such shares vest immediately upon the occurrence of such change in control.

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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