MERCER INTERNATIONAL INC.

Form 4 June 16, 2008

FORM 4

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

OMB Number:

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OMB APPROVAL

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

response...

Check this box if no longer subject to Section 16. Form 4 or 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

SECURITIES

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

MCCARTNEY WILLIAM

2. Issuer Name and Ticker or Trading

Symbol

5. Relationship of Reporting Person(s) to

Issuer

MERCER INTERNATIONAL INC.

[MERC]

(Check all applicable)

(Last) (First) (Middle)

1260 609 GRANVILLE ST. PO

(Month/Day/Year) 06/12/2008

3. Date of Earliest Transaction

Officer (give title below)

X_ Director

10% Owner Other (specify

BOX 10365 VANCOUVER

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

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

BRITISH COLUMBIA CANADA, A1 00000

(City)

Shares of

Common

Stock

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

(State)

(Month/Day/Year)

(Zip)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned **Following** Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

SEC 1474

(9-02)

(A)

Transaction(s) (Instr. 3 and 4)

or Code V Amount Price (D)

06/12/2008

3,000 J (1)

\$0 16,000 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	e of 2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title a	and 8	3. Price of	9. Nu
Deriva	tive Conversio	on (Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate	Amount	of I	Derivative	Deriv
Securit	ty or Exercis	e	any	Code	of	(Month/Day/	Year)	Underlyi	ing S	Security	Secui
(Instr.	3) Price of		(Month/Day/Year)	(Instr. 8)	Derivative Securities Acquired		Securities (Instr. 3 and 4)		(Instr. 5)	Bene	
	Derivative	e								Own	
	Security									Follo	
	Ť				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								Λ.	mount		
				Date		Date	eate Expiration		or e Number		
						Exercisable	Date	of			
				Code V	(A) (D)				nares		
				Code v	(A) (D)			31.	iaics		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

MCCARTNEY WILLIAM 1260 609 GRANVILLE ST PO BOX 10365 VANCOUVER BRITISH COLUMBIA CANADA, A1 00000

Signatures

William D.

McCartney 06/16/2008

**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).

X

Mr. McCartney was granted 3,000 restricted shares of common stock by Mercer International Inc. ("Mercer") in connection with his role
(1) as an independent director of Mercer. These shares vest and become non-forfeitable on June 12, 2009, 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. 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.

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