

MERCER INTERNATIONAL INC.

Form 4

January 07, 2016

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Heine Eric Xavier

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)
SUITE 1120, 700 WEST PENDER
STREET

3. Date of Earliest Transaction
(Month/Day/Year)
01/05/2016

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
VP Sales Marketing & Logistics

(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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	01/05/2016		M		9,073	A	\$ 0 (1)
Common Stock	01/05/2016		F		4,537	D	\$ (2)

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

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information contained in this form are not
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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 Securities (Instr. 3 and 4)	8. Date of Acquisition or Disposition (Instr. 3, 4, and 5)
Performance Share Units	\$ 0 ⁽¹⁾	01/05/2016		M	9,073 ⁽³⁾	⁽³⁾ ⁽³⁾	Common Stock	9,073

Reporting Owners

Reporting Owner Name / Address	Relationships
Heine Eric Xavier SUITE 1120 700 WEST PENDER STREET VANCOUVER, A1 V6C 1G8	Director 10% Owner Officer Other VP Sales Marketing & Logistics

Signatures

/s/ Eric X. Heine 01/07/2016

**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) Each performance unit represents a right to receive one share of common stock of Mercer International Inc.

(2) Represents the average of the intraday high and low trading price on January 5, 2016.

Represents the vesting on December 31, 2015 of the third tranche of performance share units awarded to the reporting person based on
(3) the achievement of certain specified performance criteria, including company performance, share price performance and individual performance during the 2011 to 2013 performance period.

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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