MERCER INTERNATIONAL INC.

Form 4

January 07, 2016

FORM 4

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005 Estimated average

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

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

burden hours per response... 0.5

See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to

LEE JIMMY S H

Symbol MERCER INTERNATIONAL INC.

(Check all applicable)

Executive Chairman

[MERC]

(Last)

(Middle)

3. Date of Earliest Transaction

_X__ Director 10% Owner X_ Officer (give title

(Month/Day/Year)

01/05/2016

below)

Issuer

Other (specify

SUITE 1120, 700 WEST PENDER **STREET**

(Street)

(First)

(Instr. 3)

Stock

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line) _X_ Form filed by One Reporting Person

Form filed by More than One Reporting Person

VANCOUVER, A1 V6C 1G8

(City) (State) (Zip) 1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if

4. Securities Acquired 5. Amount of 3. Transaction(A) or Disposed of Code (D) (Instr. 3, 4 and 5) (Instr. 8)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Beneficial Ownership Indirect (I) (Instr. 4) (Instr. 4)

D

(Month/Day/Year)

Following Reported

Transaction(s) (Instr. 3 and 4)

Owned

Common 01/05/2016

Price Code V (D) Amount \$0 M 42,077 (1)

(A)

2,154,744

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.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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 Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Share Units	\$ 0 (1)	01/05/2016		M	42,077 (2)	(2)	(2)	Common Stock	42,077

Reporting Owners

Reporting Owner Name / Address	Relationships						
• 0	Director	10% Owner	Officer	Other			
LEE JIMMY S H							
SUITE 1120	X		Executive Chairman				
700 WEST PENDER STREET							
VANCOUVER, A1 V6C 1G8							

Signatures

/s/ Jimmy S.H.

Lee

**Signature of Reporting Person

O1/07/2016

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.
- Represents the vesting on December 31, 2015 of the third tranche of performance share units awarded to the reporting person based on 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. 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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