

EINHORN DAVID
Form 4
June 10, 2005

FORM 4

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

OMB APPROVAL

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

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 *
GREENLIGHT CAPITAL LLC

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)

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

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

140 EAST 45TH STREET, FLOOR 24

06/08/2005

(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)

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 (A) or (D) Price | | | |
| Common Shares | 06/08/2005 | | S | 36,300 (1) D \$ 7.25 | 290,000 | I (2) | See Note (1) |
| Common Shares | 06/08/2005 | | S | 75,400 (1) D \$ 7.25 | 907,800 | I (3) | See Note (1) |
| Common Shares | 06/08/2005 | | S | 37,300 (1) D \$ 7.25 | 1,219,030 | I (4) | See Note (1) |

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

SEC 1474 (9-02)

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. 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 Security (Instr. 3 and 4) |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title |
| 8.5% Convertible Senior Subordinated Notes (Right to Buy) | \$ 7.75 | 06/08/2005 | | P | \$ 33,300 | 06/08/2005 10/14/2010 | Common Shares 4, |
| 8.5% Convertible Senior Subordinated Notes (Right to Buy) | \$ 7.75 | 06/08/2005 | | P | \$ 240,000 | 06/08/2005 10/14/2010 | Common Shares 30 |
| 8.5% Convertible Senior Subordinated Notes (Right to Buy) | \$ 7.75 | 06/08/2005 | | P | \$ 726,700 | 06/08/2005 10/14/2010 | Common Shares 93 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GREENLIGHT CAPITAL LLC 140 EAST 45TH STREET FLOOR 24 NEW YORK, NY 10017 | | X | | |
| GREENLIGHT CAPITAL INC 140 EAST 45TH STREET FLOOR 24 NEW YORK, NY 10017 | | X | | |

EINHORN DAVID
140 EAST 45TH STREET
FLOOR 24
NEW YORK, NY 10017

X

Signatures

David Einhorn, Senior Managing Member of Greenlight Capital,
L.L.C. 06/10/2005

__Signature of Reporting Person Date

David Einhorn, President of Greenlight Capital, Inc. 06/10/2005

__Signature of Reporting Person Date

David Einhorn 06/10/2005

__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, (1) 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 Qualified"), or Greenlight Capital Offshore, Ltd. ("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 290,000 Common Shares of Mercer, excluding Common Shares from conversion of the notes, indirectly through (2) 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 907,800 Common Shares of Mercer, excluding Common Shares from conversion of the notes, indirectly through (3) 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 1,219,030 Common Shares of Mercer, excluding Common Shares from conversion of the notes, indirectly through (4) the account of Greenlight Offshore, which is controlled by Greenlight Inc. 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.

Greenlight LLC holds 290,000 Common Shares of Mercer, excluding Common Shares from conversion of the notes, indirectly through (5) 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 conversion, Greenlight LLC holds indirectly 476,748 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 907,800 Common Shares of Mercer, excluding Common Shares from conversion of the notes, indirectly through (6) 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 after such conversion, Greenlight LLC holds indirectly 1,489,090 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 1,219,030 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 1,999,378 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.