Edgar Filing: MERCER INTERNATIONAL INC - Form 4

MERCER IN Form 4 February 12,	TERNATIONAL 2010	. INC							
						OMB AP	PROVAL		
FORM Check this	UNITEDS		RITIES AND EX Ashington, D.C. 20		COMMISSION	OMB Number:	3235-0287 January 31,		
if no long subject to Section 16 Form 4 or	 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES r 					Expires: Estimated av burden hour response	2005 verage		
Form 5 obligations may continue. See Instruction 1(b). 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 R	esponses)								
1. Name and Ad KELLOGG	ddress of Reporting P PETER R	Symbol	er Name and Ticker or ER INTERNATIO	5. Relationship of I Issuer					
		[MERC			(Check all applicable)				
(Last)		(Month/I	of Earliest Transaction Day/Year)		Director Officer (give ti below)	itle $X_10\%$ below)	Owner r (specify		
	TREET, C/O IAT NCE CO LTD	02/10/2	2010						
	(Street)		endment, Date Origina onth/Day/Year)	l	6. Individual or Joi Applicable Line)				
NEW YORK, NY 10005 _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person									
(City)	(State) (2	Zip) Tab	ole I - Non-Derivative	Securities Ac	quired, Disposed of,	or Beneficiall	y Owned		
1.Title of Security (Instr. 3)	(Month/Day/Year) Execution Date, if Transaction Tbisposed of (D) any Code (Instr. 3, 4 and 5) Securities (Month/Day/Year) (Instr. 8) Beneficial (Instr. 8) (A) (A) Transaction (A)		 (A) 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) 	Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)				
			Code V Amoun		rice (Instr. 3 and 4))			
COMMON STOCK	02/10/2010		P 100,000) A $\frac{$}{3.2}$	439 6,693,909	I <u>(1)</u>	BY IAT REINSURANCE CO LTD		
COMMON STOCK	02/10/2010		P 0	A \$0	262,162	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. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercis Expiration Dat (Month/Day/Y	e	7. Title and Amo Underlying Secu (Instr. 3 and 4)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title I
8.5% SENIOR SUBORNINATED CONVERTIBLE NOTES	\$ 3.3	02/10/2010		Р	0	01/22/2010	01/22/2012	COMMON STOCK
8.5% SENIOR SUBORDINATED CONVERTIBLE NOTES	\$ 3.3	02/10/2010		Р	0	01/22/2010	01/22/2012	COMMON STOCK

Reporting Owners

Reporting Owner Name / Address				
	Director	Director 10% Owner		Other
KELLOGG PETER R 48 WALL STREET C/O IAT REINSURANCE CO LTD NEW YORK, NY 10005		Х		
Signatures				

PETER R KELLOGG/MARGUERITE GORMAN-ATTORNEY IN FACT

02/12/2010

Date

**Signature of 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).
- (1) IAT REINSURANCE CO. LTD, A BERMUDA CORPORATION OF WHICH MR KELLOGG IS THE SOLE HOLDER OF VOTING STOCK. MR. KELLOGG DISCLAIMS BENEFICIAL OWNERSHIP OF THESE SHARES.

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.