MERCER INTERNATIONAL INC

Form 4

December 02, 2004

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL OMB

3235-0287 Number:

January 31, Expires: 2005

Estimated average

_X__ 10% Owner __Other (specify

burden hours per response... 0.5

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

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

Form 5 obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person *

KELLOGG PETER R

2. Issuer Name and Ticker or Trading

Symbol

MERCER INTERNATIONAL INC

[MERCS]

3. Date of Earliest Transaction

(Month/Day/Year) 12/02/2004

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

48 WALL STREET, C/O IAT REINSURANCE CO LTD

(First)

(State)

(Street) 4. If Amendment, Date Original

(Middle)

Filed(Month/Day/Year)

below)

6. Individual or Joint/Group Filing(Check Applicable Line)

Director

Officer (give title

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

NEW YORK, NY 10005

(City)	(State) (A	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. Transa Code (Instr.	8)	4. Securitie on(A) or Disp (Instr. 3, 4	osed o	of (D)	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)
COMMON STOCK	12/02/2004		G	V	150,000	D	\$0	2,394,460	I (1)	BY IAT REINSURANCE CO LTD
COMMON STOCK	12/02/2004		P		0	A	\$0	157,162	D	

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(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. 5. TransactionNumber Code of (Instr. 8) Derivati Securitie Acquiree (A) or Disposee of (D) (Instr. 3, 4, and 5)		;		7. Title and Amo Underlying Secur (Instr. 3 and 4)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title I
8.5% CONVERTIBLE SENIOR SUBORDINATED NOTES.(right to buy)	\$ 7.75	12/02/2004	10/10/2003	P	0	10/10/2003	10/15/2010	COMMON SHARES

Reporting Owners

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

Signatures

PETER R

KELLOGG 12/02/2004

**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) BY 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.

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