

MORAN JOHN D  
Form 3  
December 03, 2010

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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)

|   |   |   |  |   |   |
|---|---|---|--|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>Â MORAN JOHN D</p> <p>(Last) (First) (Middle)</p> <p>C/O GRAFTECH<br/>INTERNATIONAL<br/>LTD.,Â 12900 SNOW ROAD</p> <p>(Street)</p> <p>PARMA,Â OHÂ 44130</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>11/30/2010</p> | <p>3. Issuer Name <b>and</b> Ticker or Trading Symbol</p> <p>GRAFTECH INTERNATIONAL LTD [GTI]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br/><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other<br/>(give title below) (specify below)<br/>VP, General Counsel, Secretary</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person<br/><input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|---|---|---|--|---|---|

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities<br>Beneficially Owned<br>(Instr. 4) | 3. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial<br>Ownership<br>(Instr. 5) |
|------------------------------------|---|---|---|
| Common Stock                       | 2,312   | D <u>(1)</u>  | Â   |
| Common Stock                       | 5,400   | D <u>(2)</u>  | Â   |
| Common Stock                       | 3,900   | D <u>(3)</u>  | Â   |
| Common Stock                       | 7,600   | D <u>(4)</u>  | Â   |
| Common Stock                       | 14,736  | D   | Â   |
| Common Stock                       | 10,532  | I   | By Savings Plan <u>(5)</u>                                  |
| Common Stock                       | 18,326  | I   | By Compensation Deferral Plan <u>(6)</u>                    |

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 3. Title and Amount of<br>Securities Underlying<br>Derivative Security<br>(Instr. 4) | 4. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 5. Ownership<br>Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) | 6. Nature of Indirect<br>Beneficial Ownership<br>(Instr. 5) |
|---|--|--------------------|--|--|--|---|
|   | Date<br>Exercisable  | Expiration<br>Date |  |  |  |   |
| Stock Options (right to buy)                  | Â (7)  | 12/11/2019         | Common Stock   | 7,700  | \$ 16.41   | D Â   |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                                  |       |
|---|---------------|-----------|----------------------------------|-------|
|   | Director      | 10% Owner | Officer                          | Other |
| MORAN JOHN D<br>C/O GRAFTECH INTERNATIONAL LTD.<br>12900 SNOW ROAD<br>PARMA, OH 44130 | Â             | Â         | Â VP, General Counsel, Secretary | Â     |

## Signatures

/s/John D. Moran  
12/03/2010

\*\*Signature of  
Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) Represents performance shares, of which (prior to tax withholding) 1,433 will vest on February 28, 2011, but only if certain performance targets are met. The holdings are net of shares previously withheld, or sold under a Rule 10b5-1 trading plan, to cover withholding taxes.
  - (2) On December 10, 2009, the Company granted 5,400 performance shares under the Company's 2005 Equity Incentive Plan, which represent the right to receive shares contingent upon the achievement of performance measures over a 3-year performance period. Shares that are earned upon the attainment of the applicable performance targets vest on March 29, 2013. The ultimate number of shares earned is subject to adjustment based on actual performance.
  - (3) On December 10, 2009, the Company granted 3,900 restricted shares under the Company's 2005 Equity Incentive Plan. One-third of the restricted shares vest on December 10 of each of 2010, 2011 and 2012.
  - (4) Represents performance shares at target that will vest February 29, 2012 upon the achievement of one or more performance measures. The ultimate number of shares is subject to adjustment based on actual performance.
  - (5) Represents the number of shares attributable to the reporting person's participation in the Company Stock Fund of the GrafTech International Holdings Inc. Savings Plan.

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- (6) Represents obligations whose value is based on the Common Stock through a contribution, exempt pursuant to Rule 16b-3(c), under the Company's Compensation Deferral Program. The reporting person disclaims beneficial ownership of these securities.

- (7) On December 10, 2009, the Company granted 7,700 stock options under the Company's 2005 Equity Incentive Plan. The options vest in equal thirds on December 10 of each of 2010, 2011 and 2012. The vested portions of such options will become exercisable upon vesting.

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**Remarks:**

OnÂ NovemberÂ 30,Â 2010,Â inÂ connectionÂ withÂ theÂ reorganizationÂ ofÂ theÂ holdingÂ companyÂ structureÂ ofÂ

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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