

GRAFTECH INTERNATIONAL LTD

Form 4

December 06, 2006

FORM 4

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

OMB APPROVAL

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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 *
WETULA JOHN J

(Last) (First) (Middle)

C/O GRAFTECH INTERNATIONAL LTD., 12900 SNOW ROAD

(Street)

PARMA, OH 44130

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
GRAFTECH INTERNATIONAL LTD [GTI]

3. Date of Earliest Transaction (Month/Day/Year)
10/31/2006

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
President, Adv. Energy Tech.

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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)
Common Stock				(A) or (D)	51,539	D ⁽¹⁾	
Common Stock				(A) or (D)	21,484	D ⁽²⁾	
Common Stock				(A) or (D)	4,800	I	By Savings Plan. ⁽³⁾
Common Stock				(A) or (D)	18,000	D ⁽⁴⁾	

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Common Stock	10/31/2006		J	V	61	A	\$ 5.77	4,860	I	By Savings Plan <u>(5)</u>
Common Stock	11/15/2006		J	V	53	A	\$ 6.56	4,913	I	By Savings Plan <u>(6)</u>
Common Stock	11/30/2006		J	V	54	A	\$ 6.44	4,967	I	By Savings Plan <u>(7)</u>

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

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(9-02)

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 Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance option (right to buy)	\$ 7.6					<u>(8)</u>	01/25/2007	Common Stock	2,155
Time options (right to buy)	\$ 7.6					08/15/1995	01/25/2007	Common Stock	8,145
Time options (right to buy)	\$ 39.31					<u>(9)</u>	02/10/2007	Common Stock	2,000
Time options (right to buy)	\$ 37.59					02/10/1997	02/10/2007	Common Stock	15,000
Time options (right to buy)	\$ 17.06					<u>(10)</u>	09/28/2008	Common Stock	10,000
Time options (right to buy)	\$ 25.13					06/30/2001	06/30/2009	Common Stock	35,000
Time options (right to buy)	\$ 14					02/28/2005	02/28/2010	Common Stock	20,000

Time options (right to buy)	\$ 8.56	12/15/2002	12/15/2010	Common Stock	35,000
Time options (right to buy)	\$ 8.85	(11)	09/25/2011	Common Stock	32,000
Stock options (right to buy)	\$ 6.56	(12)	12/31/2008	Common Stock	105,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WETULA JOHN J C/O GRAFTECH INTERNATIONAL LTD. 12900 SNOW ROAD PARMA, OH 44130			President, Adv. Energy Tech.	

Signatures

/s/Gary R. Whitaker, Attorney-in-Fact for John J. Wetula 12/04/2006

__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) Such shares, granted on May 25, 2005, are subject to a two-year cliff vesting period.
- (2) Of such shares, granted on August 31, 2005, under the Company's Long Term Incentive Plan, one-third vested on August 31, 2006. The remaining two-thirds will vest on each of August 31, 2007 and 2008. The shares were reported as acquired on the grant date.
- (3) Represents the number of units attributable to the reporting person's participation through Company matching contributions in the Company Stock Fund option of the UCAR Carbon Savings Plan. The 59 units reported in this transaction correspond to 56 shares of Common Stock at a price of \$6.19 per share.
- (4) On October 23, 2006, the Company granted 18,000 restricted shares under the Company's Management Long Term Incentive Program, all of which will cliff vest in February 2010, subject to accelerated vesting in equal thirds in February of each of 2008, 2009 and 2010, if certain performance targets are met.
- (5) Represents the number of units attributable to the reporting person's participation through Company matching contributions in the Company Stock Fund option of the UCAR Carbon Savings Plan. The 60 units reported in this transaction correspond to 58 shares of Common Stock at a price of \$6.05 per share.
- (6) Represents the number of units attributable to the reporting person's participation through Company matching contributions in the Company Stock Fund option of the UCAR Carbon Savings Plan. The 53 units reported in this transaction correspond to 51 shares of Common Stock at a price of \$6.88 per share.
- (7) Represents the number of units attributable to the reporting person's participation through Company matching contributions in the Company Stock Fund option of the UCAR Carbon Savings Plan. The 54 units reported in this transaction correspond to 52 shares of Common Stock at a price of \$6.75 per share.
- (8) Of such options, 992 vested on August 15, 1995 and 1,163 vested on December 8, 1997.
- (9) 500 of such options became exercisable on each of May 2, 1996 and August 28, 1997. The remaining 1,000 options vested on February 10, 2005.

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- (10) Of such options, 3,333 vested on each of May 21, 1999 and July 14, 1999 and the remaining 3,334 on September 29, 1999.
- (11) Of such options, 4,000 vested on September 25, 2001 and 28,000 vested on September 25, 2003.
- (12) On November 30, 2005, the Company approved, under the terms of the Company's Long Term Incentive Plan, an accelerated vesting date for such options of November 30, 2005.

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.