

GRAFTECH INTERNATIONAL LTD

Form 4

November 02, 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 \*  
BARNARD PETRUS J

(Last) (First) (Middle)

GRAFTECH INTERNATIONAL LTD., 1521 CONCORD PIKE, SUITE 301

(Street)

WILMINGTON, DE 19803

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
10/17/2005

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, Graphite Electrodes

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) |        |              |                             |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|--------|--------------|-----------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |        |              |                             |
| Common Stock                    | 10/17/2005                           |  | J                              | V   | 123   | A  | \$ 4.76                           | 1,589  | I            | By Savings Plan. <u>(1)</u> |
| Common Stock                    | 10/31/2005                           |  | J                              | V   | 124   | A  | \$ 4.69                           | 1,713  | I            | By Savings Plan. <u>(2)</u> |
| Common Stock                    |                                      |  |                                |   |   |  |                                   | 50,000 | D <u>(3)</u> |                             |

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

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SEC 1474  
(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) | 8. P Der Sec (Ins |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title             | Amount or Number of Shares |
| Time options (right to buy)                | \$ 5.46  |                                      |  |                                |   | 04/01/2007   | 04/01/2015  | Common Stock      | 100,000                    |
| Time options (right to buy)                | \$ 35  |                                      |  |                                |   | <u>(4)</u>   | 02/28/2006  | Common Stock      | 5,000                      |
| Time options (right to buy)                | \$ 17.06   |                                      |  |                                |   | <u>(5)</u>   | 09/29/2008  | Common Stock      | 66,000                     |
| Time options (right to buy)                | \$ 8.56  |                                      |  |                                |   | 12/15/2002   | 12/10/2010  | Common Stock      | 60,000                     |
| Time options (right to buy)                | \$ 6.56  |                                      |  |                                |   | <u>(6)</u>   | 12/31/2008  | Common Stock      | 100,000                    |
| Time options (right to buy)                | \$ 8.85  |                                      |  |                                |   | 09/25/2003   | 09/25/2011  | Common Stock      | 45,000                     |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                                |       |
|---|---------------|-----------|--------------------------------|-------|
|   | Director      | 10% Owner | Officer                        | Other |
| BARNARD PETRUS J<br>GRAFTECH INTERNATIONAL LTD.<br>1521 CONCORD PIKE, SUITE 301<br>WILMINGTON, DE 19803 |               |           | President, Graphite Electrodes |       |

## Signatures

|  |            |
|--|------------|
| /s/Karen G. Narwold, Attorney-in-Fact for Petrus J.<br>Barnard | 11/02/2005 |
| <u>    </u> **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) Represents the number of units attributable to the reporting person's participating through Company matching contributions in the Company Stock Fund option of the UCAR Carbon Savings Plan. The 123 units reported in this transaction correspond to 117 shares of Common Stock at a price of \$4.97.
  - (2) Represents the number of units attributable to the reporting person's participating through Company matching contributions in the Company Stock Fund option of the UCAR Carbon Savings Plan. The 124 units reported in this transaction correspond to 119 shares of Common Stock at a price of \$4.90.
  - (3) Of such shares, granted on August 31, 2005 under the Company's Long Term Incentive Plan, one-third will vest on August 31 of each of 2006, 2007, and 2008.
  - (4) 2,500 of such options became exercisable on each of May 2, 1996 and August 28, 1997.
  - (5) Of such options, 22,000 vested on each of: May 21, 1999, July 14, 1999 and September 29, 1999.
  - (6) Of such options, one-third vest on March 31, 2006; one-third vest on July 31, 2008 or earlier on March 31, 2006 if certain 2005 performance targets are achieved; and one-third vest on July 31, 2008.

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.