

GRAFTECH INTERNATIONAL LTD

Form 3

January 28, 2014

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)

1. Name and Address of Reporting Person *

Â Batty Lionel D
 (Last) (First) (Middle)

C/O GRAFTECH INTERNATIONAL LTD.,Â 12900 SNOW ROAD
 (Street)

PARMA,Â OHÂ 44130
 (City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
 01/17/2014

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer Other
 (give title below) (specify below)
 Pres. Engineered Solutions

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

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 Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	9,200	D <u>(1)</u>	Â
Common Stock	15,300	D <u>(2)</u>	Â
Common Stock	9,066	D <u>(3)</u>	Â
Common Stock	16,900	D <u>(4)</u>	Â
Common Stock	3,590	D <u>(5)</u>	Â
Common Stock	6,100	D <u>(6)</u>	Â
Common Stock	1,873	D <u>(7)</u>	Â
Common Stock	3,200	D <u>(8)</u>	Â
Common Stock	1,800	D <u>(9)</u>	Â
Common Stock	22,923	D	Â

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Common Stock	9,932	I	By Savings Plan ⁽¹⁰⁾
Common Stock	10,134	I	By Compensation Deferral Plan ⁽¹¹⁾

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 (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Options (right to buy)	Â ⁽¹²⁾	11/21/2023	Common Stock	12,300	\$ 11.56	D	Â
Stock Options (right to buy)	Â ⁽¹³⁾	11/27/2022	Common Stock	13,500	\$ 9.51	D	Â
Stock Options (right to buy)	Â ⁽¹⁴⁾	12/13/2021	Common Stock	9,200	\$ 15.24	D	Â
Stock Options (right to buy)	Â ⁽¹⁵⁾	12/13/2021	Common Stock	4,800	\$ 13.89	D	Â
Stock Options (right to buy)	Â ⁽¹⁶⁾	12/09/2020	Common Stock	2,600	\$ 19.89	D	Â
Stock Options (right to buy)	Â ⁽¹⁶⁾	12/10/2019	Common Stock	3,300	\$ 16.41	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Batty Lionel D C/O GRAFTECH INTERNATIONAL LTD. 12900 SNOW ROAD PARMA, OH 44130	Â	Â	Â Pres. Engineered Solutions	Â

Signatures

John D. Moran, Attorney-in-fact for Lionel D.
Batty

01/28/2014

__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) On November 21, 2013, the Company granted 9,200 restricted shares under the Company's 2005 Equity Incentive Plan. One-third of the restricted shares vest on December 3 of each of 2014, 2015 and 2016.
- (2) On November 21, 2013, the Company granted 15,300 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 31, 2017. The ultimate number of shares earned is subject to adjustment based on actual performance.
- (3) On November 27, 2012, the Company granted 10,200 restricted shares under the Company's 2005 Equity Incentive Plan. One-third of the restricted shares vested on November 27, 2013, and one-third will vest on November 27, of each of 2014, and 2015. The holdings are net of shares previously withheld, or sold under a Rule 10b5-1 trading plan, to cover withholding taxes.
- (4) On November 27, 2012, the Company granted 16,900 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 31, 2016. The ultimate number of shares earned is subject to adjustment based on actual performance.
- (5) On January 6, 2012, the Company granted 4,600 restricted shares under the Company's 2005 Equity Incentive Plan. One-third of the restricted shares vested on December 13 of each of 2012 and 2013, and one-third will vest on December 13, 2014. The holdings are net of shares previously withheld, or sold under a Rule 10b5-1 trading plan, to cover withholding taxes.
- (6) On January 6, 2012, the Company granted 6,100 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, 2015. The ultimate number of shares earned is subject to adjustment based on actual performance.
- (7) On December 13, 2011, the Company granted 2,400 restricted shares under the Company's 2005 Equity Incentive Plan. One-third of the restricted shares vested on December 13 of each of 2012 and 2013, and one-third will vest on December 13, 2014. The holdings are net of shares previously withheld, or sold under a Rule 10b5-1 trading plan, to cover withholding taxes.
- (8) On December 13, 2011, the Company granted 3,200 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, 2015. The ultimate number of shares earned is subject to adjustment based on actual performance.
- (9) On December 9, 2010, the Company granted 1,800 performance shares under the Company's Management Long Term Incentive Program, 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, 2014. The ultimate number of shares earned is subject to adjustment based on actual performance.
- (10) Represents the number of shares attributable to the reporting person's participation in the Company Stock Fund option of the GrafTech International Holdings Inc. Savings Plan.
- (11) 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.
- (12) On November 21, 2013, the Company granted 12,300 stock options under the Company's 2005 Equity Incentive Plan. The options vest in equal thirds on November 21 of each of 2014, 2015 and 2016. The vested portions of such options will become exercisable upon vesting.
- (13) On November 27, 2012, the Company granted 13,500 stock options under the Company's 2005 Equity Incentive Plan. The options vest in equal thirds on November 27 of each of 2013, 2014 and 2015. The vested portions of such options will become exercisable upon vesting.
- (14) On January 6, 2012, the Company granted 9,200 stock options under the Company's 2005 Equity Incentive Plan. The options vest in equal thirds on December 13 of each of 2012, 2013 and 2014. The vested portions of such options will become exercisable upon vesting.

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- (15) On December 13, 2011, the Company granted 4,800 stock options under the Company's 2005 Equity Incentive Plan. The options vest in equal thirds on December 13 of each of 2012, 2013 and 2014. The vested portions of such options will become exercisable upon vesting.
- (16) All such options have fully vested and became exercisable.

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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