

Edgar Filing: CRANSTON MARY B - Form 4

CRANSTON MARY B
Form 4
April 11, 2002

U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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(f) of the Investment Company Act of 1940

Check box if no longer subject to Section 16. Form 4 or Form 5 obligations
may continue. See Instruction 1(b).

1. Name and Address of Reporting Person*

Cranton, Mary B.

(Last)

(First)

(Middle)

50 Fremont Street

(Street)

San Francisco,

CA

94105

(City)

(State)

(Zip)

2. Issuer Name and Ticker or Trading Symbol

UCAR International Inc.
UCR

3. IRS Identification Number of Reporting Person, if an Entity (Voluntary)

4. Statement for Month/Year

03/31/2002

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

6. Relationship of Reporting Person to Issuer
(Check all applicable)

Director

10% Owner

Officer (give title below)

Other (specify below)

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7. 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 (mm/dd/yy)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	
		Code	V	Amount	or Price (A) (D)

Common Stock

* If the Form is filed by more than one Reporting Person, see Instruction 4(b)(v).

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

(Print or Type Response)

(Over)

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FORM 4 (continued)

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. Conver- sion or Exer- cise Price of Deriv- ative Secur- ity	3. Trans- action Date (Month/ Day/ Year)	4. Trans- action Code (Instr. 8) ----- Code V	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) ----- (A) (D)	6. Date Exercisable and Expiration Date (Month/Day/Year) ----- Date Expira- tion Date	7. Title and Amount of Underlying Securities (Instr. 3 and 4) ----- Amount or Number of Shares
Time Options (right to buy)	\$19.06				01/18/01 01/01/10	Common Stock par value \$.01 per share 3,051
Time Options (right to buy)	\$19.06				01/18/01 01/25/07	Common Stock par value \$.01 per share 5,000
Stock Options (right to buy)	\$8.57				12/15/01 12/15/10 (3)	Common Stock par value \$.01 per share 7,700
Stock Options (right to buy)	\$8.57				(4) 12/15/10 (3)	Common Stock par value \$.01 per share 5,840
Stock Options (right to buy)	\$8.57				12/15/00 12/15/10 (3)	Common Stock par value \$.01 per share 2,100
Stock Options (right to buy) (5)	\$8.85				09/25/01 09/25/11 (3)	Common Stock par value \$.01 per share 2,040

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Stock Options (right to buy)	\$10.70				01/01/03	01/01/12 (3)	Common Stock par value \$.01 per share	6,200
Stock Options (right to buy) (5)	\$10.77	03/01/02	A	1,300	03/01/02 (2)	03/01/12 (3)	Common Stock par value \$.01 per share	1,300

Explanation of Responses:

- (1) Owned by the Mary & Harold Cranston Family Trust, of which the reporting person is a Trustee.
- (2) Such options shall vest as long as the reporting person is still a director on such date.
- (3) Options expire on such date unless reporting person ceases to be a director, in which event options expire four years from date reporting person's directorship ends.
- (4) Such options vested ratably over 2001.
- (5) Options were granted in lieu of cash fees in accordance with prior practice.

/s/ Karen G. Narwold

April 10, 2002

**Signature of Reporting Person

Date

/s/ Karen G. Narwold, Atty.-in-Fact for
Mary B. Cranston

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed.
If space provided is insufficient, see Instruction 6 for procedure.