

GRAFTECH INTERNATIONAL LTD
Form 3
January 16, 2003

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

Filed By
Romeo and Dye's
Section 16 Filer
www.section16.net

1. Name and Address of Reporting Person*		2. Date of Event Requiring Statement Month/Day/Year		4. Issuer Name and Ticker or Trading Symbol	
Wetula, John J.		01/09/2003		GrafTech International Ltd. (GTI)	
(Last) (First) (Middle)		3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
c/o GrafTech International Ltd. 1521 Concord Pike, Suite 301				<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)	
(Street)				6. If Amendment, Date of Original (Month/Day/Year)	
Wilmington, DE 19803				7. Individual or Joint/Group Filing (Check Applicable Line)	
(City) (State) (Zip)				<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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)	
Common Stock		3,170		D	
Common Stock		119		I	
				By Savings Plan ⁽¹⁾	

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

* If the form is filed by more than one reporting person, see Instruction 5(b)(v).

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**FORM 3 (continued) 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)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
		Title				

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	Date Exercisable	Expiration Date		Amount or Number of Shares		(Instr. 5)	
Performance option (right to buy)	⁽²⁾	1/25/07	Common Stock	2,155	\$7.60	D	
Time options (right to buy)	8/15/95	1/25/07	Common Stock	8,145	\$7.60	D	
Time options (right to buy)	⁽³⁾	2/09/06	Common Stock	8,000	\$35.00	D	
Time options (right to buy)	⁽⁴⁾	2/10/07	Common Stock	2,000	\$39.31	D	
Time options (right to buy)	2/10/97	2/10/07	Common Stock	15,000	\$37.59	D	
Time options (right to buy)	⁽⁵⁾	9/28/08	Common Stock	10,000	\$17.06	D	
Time options (right to buy)	6/30/01	6/30/09	Common Stock	35,000	\$25.13	D	
Time options (right to buy)	2/28/05	2/28/10	Common Stock	20,000	\$14.00	D	
Time options (right to buy)	12/15/02	12/15/10	Common Stock	35,000	\$8.56	D	
Time options (right to buy)	⁽⁶⁾	9/25/11	Common Stock	32,000	\$8.85	D	

Explanation of Responses:

(1) Represents the number of units attributable to the reporting person's participation in the Company Stock Fund option of the UCAR Carbon Savings Plan. The amount of units reported is given as of the last business day of the month preceding the transaction(s) reported in this filing.

(2) Of such options, 992 vested on August 15, 1995 and 1,163 vested on December 8, 1997.

(3) 2,000 of such options became exercisable on each of May 2, 1996 and August 28, 1997. The remaining 4,000 options will vest upon the earlier of (i) when the closing price of the Company's common stock has been at least \$50 per share for 20 consecutive trading days or (ii) February 8, 2004.

(4) 500 of such options became exercisable on each of May 2, 1996 and August 28, 1997. The remaining 1,000 options will vest upon the earlier of (i) when the closing price of the Company's common stock has been at least \$50 per share for 20 consecutive trading days or (ii) February 10, 2005.

(5) Of such options, 3,333 vested on each of May 21, 1999 and July 14, 1999 and the remaining 3,334 vested on September 29, 1999.

(6) Of such options, 4,000 vested on September 25, 2001 and 28,000 will vest on September 25, 2003.

By: /s/ **Karen G. Narwold**

January 16, 2003

Karen G. Narwold, Attorney-in-fact for John J.

Date

Wetula

**Signature of Reporting Person

**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 is insufficient, See Instruction 6 for procedure.

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POWER OF ATTORNEY

The undersigned hereby:

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- (i) constitutes and appoints the Chief Executive Officer, the President, the General Counsel,
 - (a) prepare, act on, execute, acknowledge, publish (including website posting) and de
 - (1) Forms 3, 4 and 5 (including any and all amendments thereto) under the Sec
 - (2) Form 144 (including any and all amendments thereto) under the Securities
 - (b) request and obtain from any and all third parties, including brokers, employee be
- (ii) authorizes any and all such third parties to provide and disclose such information to any
- (iii) grants to any and all of the Attorneys-in-Fact the full right, power and authority to do
- (iv) approves, ratifies and confirms all that any and all of the Attorneys-in-Fact may lawfull

The undersigned hereby agrees:

- (i) that any and all of the Attorneys-in-Fact may rely on information provided or disclosed o
 - (ii) to indemnify and hold harmless the Company and the Attorneys-in-Fact against any and all
 - (iii) to reimburse the Company and the Attorneys-in-Fact for any and all legal or other expense
 - (iv) that neither the Company nor any of the Attorneys-in-Fact assumes (a) any responsibility
- The validity of this Power of Attorney shall not be affected in any manner by reason of (i) the e
This Power of Attorney shall remain in effect as long as the undersigned remains subject to Secti
The undersigned acknowledges that it is his or her responsibility to pre-clear with the General C

IN WITNESS WHEREOF, the undersigned has executed this Power of Attorney as of this 13th

Signature: /s/ John J. Wetula

Print Name: John J. Wetula
