

BARNARD PETRUS J  
Form 4  
April 05, 2007

**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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
01/12/2007

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
President, Graphite Electrodes

GRAFTECH INTERNATIONAL LTD., 12900 SNOW ROAD

(Street)

4. 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

PARMA, OH 44130

(City) (State) (Zip)

**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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
|                                 |                                      |  |                                | Code  | V   | Amount   |                                   |
| Common Stock                    |                                      |  |                                |   |   | 44,674   | D <sup>(1)</sup>                  |
| Common Stock                    |                                      |  |                                |   |   | 50,000   | D <sup>(2)</sup>                  |
| Common Stock                    | 01/12/2007                           |  | J                              | V 92  | A \$ 6.67   | 3,439  | I By Savings Plan <sup>(3)</sup>  |
| Common Stock                    | 01/31/2007                           |  | J                              | V 79  | A \$ 7.74   | 3,518  | I By Savings Plan <sup>(4)</sup>  |

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|              |            |  |   |   |    |   |         |       |   |                                |
|--------------|------------|--|---|---|----|---|---------|-------|---|--------------------------------|
| Common Stock | 02/15/2007 |  | J | V | 79 | A | \$ 7.79 | 3,597 | I | By Savings Plan <sup>(5)</sup> |
| Common Stock | 02/28/2007 |  | J | V | 81 | A | \$ 7.53 | 3,678 | I | By Savings Plan <sup>(6)</sup> |
| Common Stock | 03/15/2007 |  | J | V | 76 | A | \$ 8.1  | 3,754 | I | By Savings Plan <sup>(7)</sup> |
| Common Stock | 03/30/2007 |  | J | V | 70 | A | \$ 8.65 | 3,824 | I | By Savings Plan <sup>(8)</sup> |

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)                | \$ 17.06   |                                      |  |                                |   | <sup>(9)</sup>   | 09/29/2008  | Common Stock                  | 66,000                     |
| Time options (right to buy)                | \$ 8.56  |                                      |  |                                |   | 12/15/2002   | 12/10/2010  | Common Stock                  | 60,000                     |
|  | \$ 6.56  |                                      |  |                                |   | <sup>(10)</sup>  | 12/31/2008  |                               | 100,000                    |

|                             |         |            |            |              |        |
|-----------------------------|---------|------------|------------|--------------|--------|
| Time options (right to buy) |         |            |            | Common Stock |        |
| 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>12900 SNOW ROAD<br>PARMA, OH 44130 |               |           | President, Graphite Electrodes |       |

## Signatures

|  |            |
|--|------------|
| /s/Gary R. Whitaker, Attorney-in-Fact for Petrus J.<br>Barnard | 04/04/2007 |
|--|------------|

\_\_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 are the remaining portion of 50,000 shares granted on August 31, 2005 under the Company's Long Term Incentive Plan, one-third of which vested on August 31, 2006. The remaining two-thirds will vest on each of August 31, 2007 and 2008. 5,326 of the 16,667 shares that vested on August 31, 2006 were sold by the issuer on behalf of the reporting person to pay withholding taxes due upon such vesting. Such shares were sold pursuant to a trading plan established under Rule 10b5-1 under the Securities Exchange Act of 1934.
- (2) On October 23, 2006, the Company granted 50,000 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.
- (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 92 units reported in this transaction correspond to 88 shares of Common Stock at a price of \$7.00 per share.
- (4) 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 79 units reported in this transaction correspond to 75 shares of Common Stock at a price of \$8.12 per share.
- (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 79 units reported in this transaction correspond to 75 shares of Common Stock at a price of \$8.18 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 81 units reported in this transaction correspond to 78 shares of Common Stock at a price of \$7.90 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 76 units reported in this transaction correspond to 72 shares of Common Stock at a price of \$8.50 per share.

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- Represents the number of units attributable to the reporting person's participation through Company matching contributions in the
- (8) Company Stock Fund option of the UCAR Carbon Savings Plan. The 70 units reported in this transaction correspond to 67 shares of Common Stock at a price of \$9.08 per share.
  - (9) Of such options, 22,000 vested on each of: May 21, 1999, July 14, 1999 and September 29, 1999.
  - (10) 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.

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