

GRAFTECH INTERNATIONAL LTD

Form 3

December 03, 2010

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 LAYMAN HAROLD E
 (Last) (First) (Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)
 11/30/2010

3. Issuer Name and Ticker or Trading Symbol

GRAFTECH INTERNATIONAL LTD [GTI]

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

Director 10% Owner
 Officer Other
 (give title below) (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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

(Street)

PARMA,Â OHÂ 44130

(City) (State) (Zip)

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)

Common Stock

2. Amount of Securities Beneficially Owned (Instr. 4)

56,885

3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)

D ⁽¹⁾ Â

4. Nature of Indirect Beneficial Ownership (Instr. 5)

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

5. Ownership Form of Derivative Security:

6. Nature of Indirect Beneficial Ownership (Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Stock Options (right to buy)	Â (2)	03/18/2013 ⁽³⁾	Common Stock	5,000	\$ 2.83	D	Â
Stock Options (right to buy)	Â (2)	03/18/2013 ⁽³⁾	Common Stock	10,135	\$ 2.83	D	Â
Stock Options (right to buy)	Â (2)	01/15/2014 ⁽³⁾	Common Stock	3,500	\$ 13.37	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LAYMAN HAROLD E C/O GRAFTECH INTERNATIONAL LTD. 12900 SNOW ROAD PARMA, OH 44130	Â X	Â	Â	Â

Signatures

/s/Mark R. Widmar, Attorney-in-fact for Harold E. Layman
Date: 12/03/2010

__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) Represent deferred shares of common stock payable in lieu of cash for director's fees.
- (2) All such options have fully vested and become exercisable.
- (3) Options expire on the earlier of such date or the fourth anniversary of termination of directorship.

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Remarks:

On November 30, 2010, in connection with the reorganization of the holding company structure of

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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