

GRAFTECH INTERNATIONAL LTD

Form 3

December 06, 2010

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104

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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 \*  
 M C C L E A N F E R R E L L P  
 (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)

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

PARMA, OH 44130  
 (City) (State) (Zip)

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	52,646	D <sup>(1)</sup>	By IRA
Common Stock	3,400	I	By Spouse <sup>(2)</sup>
Common Stock	12,000	I	

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

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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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 (3)	02/26/2012(4)	Common Stock	5,321	\$ 10.5	D	Â
Stock Options (right to buy)	Â (3)	06/26/2012(4)	Common Stock	5,000	\$ 10.5	D	Â
Stock Options (right to buy)	Â (3)	01/14/2013(4)	Common Stock	12,800	\$ 5.15	D	Â
Stock Options (right to buy)	Â (3)	01/15/2014(4)	Common Stock	3,500	\$ 13.37	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCCLEAN FERRELL P 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 Ferrell P. McClean  
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) The reporting person disclaims beneficial ownership of such shares.
- (3) All such options have fully vested and become exercisable.
- (4) 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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