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GRAFTECH INTERNATIONAL LTD

Form 4

January 18, 2012

FORM 4

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

OMB Number:

response...

3235-0287 January 31,

0.5

Check this box if no longer

subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Expires: 2005 Estimated average burden hours per

OMB APPROVAL

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * **CARSON RANDY W**

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

GRAFTECH INTERNATIONAL

(Check all applicable)

LTD [GTI]

(Last)

(First)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year)

01/17/2012

X_ Director Officer (give title

10% Owner Other (specify

C/O GRAFTECH

INTERNATIONAL LTD., 12900

(Street)

SNOW ROAD

4. If Amendment, Date Original

3.

Code V

Applicable Line)

Filed(Month/Day/Year) _X_ Form filed by One Reporting Person

Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

below)

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 2A. Deemed (Month/Day/Year) Execution Date, if

(Month/Day/Year)

TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

4. Securities

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect (I) (Instr. 4)

Beneficial Ownership (Instr. 4)

SEC 1474

(9-02)

(A)

Transaction(s) (Instr. 3 and 4) Price

24,927

Common 01/17/2012 Stock

(D) Amount Α 2,021 Α

 $D^{(1)}$

Common Stock

01/17/2012

5.132 \$0 Α Α 30,059

\$0

 $D^{(2)}$

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

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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. Transacti Code (Instr. 8)	5. 6. Date Exercisable onNumber of Expiration Date of (Month/Day/Year) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Pate	7. Title and Underlying S (Instr. 3 and	Securities	8. Pr Deri Secu (Inst
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Options (right to buy)	\$ 9.52					(3)	05/19/2019(4)	Common Stock	5,000	

Reporting Owners

Relationships Reporting Owner Name / Address Director 10% Owner Officer Other **CARSON RANDY W** C/O GRAFTECH INTERNATIONAL LTD. X 12900 SNOW ROAD **PARMA, OH 44130**

Signatures

/s/John D. Moran, Attorney-In-Fact for Randy W. 01/18/2012 Carson

> **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).
- The reporting person has elected, pursuant to the Company's equity compensation plans, to receive deferred shares of common stock in **(1)** lieu of cash for payment of director fees.
- On January 17, 2012, the Company granted 5,132 restricted shares as an annual grant to non-employee directors, valued at the then (2) current market price of \$15.59 per share. Such shares vest on January 17, 2013 unless, with certain exceptions, the reporting person ceases to be a director prior to the vesting date.
- (3) All such options have fully vested and became exercisable.
- (4) Options expire on the earlier of such date or the fourth anniversary of termination of directorship.

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

Reporting Owners 2

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