

GRAFTECH INTERNATIONAL LTD

Form 4/A

March 24, 2003

**FORM 4**

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

OMB APPROVAL

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**

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response. . .0.5

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* <b>Layman, Harold E.</b> (Last) (First) (Middle)		2. Issuer Name and Ticker or Trading Symbol <b>GrafTech International Ltd. (GTI)</b>			6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director — <input type="checkbox"/> 10% Owner — <input type="checkbox"/> Officer (give title below) — <input type="checkbox"/> Other (specify below)					
c/o GrafTech International Ltd. 1521 Concord Pike, Suite 301		3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)		4. Statement for Month/Day/Year 3/18/2003		7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person				
(Street) Wilmington, DE 19803				5. If Amendment, Date of Original (Month/Day/Year) 3/18/2003						
(City) (State) (Zip)		<b>Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>								
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 & 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 & 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

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 4(b)(v).

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**FORM 4 (continued) 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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 & 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or	11. Nature of Indirect Ownership (Instr. 4)
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				& 5)		Date Exer-cisable	Expira-tion Date	Title	Amount or Number of Shares			Indirect (I) (Instr. 4)	
				Code	V								(A)
Time options (right to buy)	\$2.83	3/18/03		A		5,000	3/18/04 <sup>(1)</sup>	3/18/13	Common Stock	5,000	\$2.83	5,000	D
Time options (right to buy)	\$2.83	3/18/03		A		10,135	3/18/04 <sup>(2)</sup>	3/18/13 <sup>(3)</sup>	Common Stock	10,135	\$2.83	10,135	D

Explanation of Responses:

- (1) Such options shall vest so long as the reporting person is still a director on such date.
- (2) See footnote 1.
- (3) Options expire on such date unless reporting person ceases to be a director, in which event options expire four years from the date reporting person's directorship ends.

By: /s/ **Karen G. Narwold** **March 24, 2003**  
**Karen G. Narwold, Attorney-in-fact for Harold E. Layman** Date  
**Layman**  
 \*\*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:

(i) constitutes and appoints the Chief Executive Officer, the President, the General Counsel, the

(a) prepare, act on, execute, acknowledge, publish (including website posting) and deliver to a

(1) Forms 3, 4 and 5 (including any and all amendments thereto) under the Securit

(2) Form 144 (including any and all amendments thereto) under the Securities Act

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(b) request and obtain from any and all third parties, including brokers, employee benefi

(ii) authorizes any and all such third parties to provide and disclose such information to any an

(iii) grants to any and all of the Attorneys-in-Fact the full right, power and authority to do an

(iv) approves, ratifies and confirms all that any and all of the Attorneys-in-Fact may lawfully d

The undersigned hereby agrees:

(i) that any and all of the Attorneys-in-Fact may rely on information provided or disclosed orally

(ii) to indemnify and hold harmless the Company and the Attorneys-in-Fact against any and all los

(iii) to reimburse the Company and the Attorneys-in-Fact for any and all legal or other expenses

(iv) that neither the Company nor any of the Attorneys-in-Fact assumes (a) any responsibility for

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 10th

Signature: /s/ Harold E. Layman

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Print Name: Harold E. Layman

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