

GRAFTECH INTERNATIONAL LTD

Form 4

March 02, 2006

**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 \*  
NARWOLD KAREN G

(Last) (First) (Middle)

C/O GRAFTECH INTERNATIONAL LTD., 1521 CONCORD PIKE, SUITE 301

(Street)

WILMINGTON,, DE 19803

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
02/15/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
VP, Gen. Couns., HR and Sec.

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 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 Indirect Beneficial Ownership (Instr. 4)		
				(A) or (D)	Price				
				Code	V	Amount			
Common Stock						10,824	D		
Common Stock	02/15/2006		J	V	102	A \$ 4.29	4,885	I	By Savings Plan. <sup>(1)</sup>
Common Stock	02/28/2006		J	V	89	A \$ 4.88	4,974	I	By Savings Plan <sup>(2)</sup>
Common Stock						4,780	I	By Compensation Deferral Plan.	

(3)

Common  
Stock

50,000 D (4)

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

**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.**

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance option (right to buy)	\$ 7.6					12/08/1997	01/25/2007	Common Stock	1,746
Time options (right to buy)	\$ 39.31					(5)	02/10/2007	Common Stock	2,000
Time options (right to buy)	\$ 37.6					02/10/1998	02/10/2007	Common Stock	10,000
Time options (right to buy)	\$ 17.06					(6)	09/29/2008	Common Stock	9,000
Time options (right to buy)	\$ 15.5					(7)	12/17/2008	Common Stock	36,000
Time options (right to buy)	\$ 22.81					(8)	10/01/2009	Common Stock	10,000
Time options (right to buy)	\$ 14					02/28/2005	02/28/2010	Common Stock	20,000
Time options (right to buy)	\$ 8.56					12/15/2002	12/15/2010	Common Stock	50,000
Time options (right to buy)	\$ 8.85					(9)	09/25/2011	Common Stock	57,500
	\$ 6.56					(10)	12/31/2008		200,000

