### Edgar Filing: GRAFTECH INTERNATIONAL LTD - Form 4

#### **GRAFTECH INTERNATIONAL LTD**

Form 4 March 06, 2006

# FORM 4

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

**OMB APPROVAL** OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005

Form 4 or Form 5 obligations

**SECURITIES** Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Estimated average burden hours per response... 0.5

may continue. See Instruction

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).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * Freitas Luiz Augusto Barros De	2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
	GRAFTECH INTERNATIONAL LTD [GTI]	(Check all applicable)		

C/O GRAFTECH INTERNATIONAL, 1521

**CONCORD PIKE, SUITE 301** 

10% Owner Director Officer (give title \_X\_ Other (specify below) below) **Advanced Graphite Materials** 

(Street)

(First)

(Middle)

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

3. Date of Earliest Transaction

(Month/Day/Year)

09/30/2005

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

WILMINGTON, DE 19803

(City)	(State)	Zip) Table	e I - Nor	n-De	erivative S	Securi	ties Acq	uired, Disposed o	of, or Beneficial	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transa Code (Instr.		4. Securi n(A) or D (D) (Instr. 3,	4 and (A) or	d of	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)
Common Stock								22,771	D (1)	
Common Stock								15,000	D (2)	
Common Stock	09/30/2005		J	V	47	A	\$ 5.2	47	I	By Savings Plan.
Common Stock	10/17/2005		J	V	51	A	\$ 4.76	98	I	By Savings

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								Plan.
Common Stock	10/31/2005	J	V 57	A	\$ 4.69	155	I	By Savings Plan.
Common Stock	11/15/2005	J	V 47	A	\$ 5.67	202	I	By Savings Plan.
Common Stock	11/30/2005	J	V 42	A	\$ 6.26	244	I	By Savings Plan.
Common Stock	12/15/2005	J	V 42	A	\$ 6.41	286	I	By Savings Plan.
Common Stock	12/30/2005	J	V 45	A	\$ 5.95	331	I	By Savings Plan.
Common Stock	01/13/2006	J	V 39	A	\$ 6.83	370	I	By Savings Plan.
Common Stock	01/27/2006	J	V 38	A	\$ 7.07	408	I	By Savings Plan.
Common Stock	02/15/2006	J	V 62	A	\$ 4.29	470	I	By Savings Plan.
Common Stock	02/28/2006	J	V 55	A	\$ 4.88	525	I	By Savings Plan. (3)

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	2. Conversion	3. Transaction Date (Month/Day/Year)		4. Transactio	5. orNumber	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	
Security	or Exercise		any	Code	of	(Month/Day/Year)	(Instr. 3 and 4)	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		
	Derivative				Securities	<b>S</b>		
	Security				Acquired			
					(A) or			
					Disposed			
					of (D)			

8. Price Deriva Securit (Instr.

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(Instr. 3, 4, and 5)

Time		Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
options (right to buy)	\$ 17.06					<u>(4)</u>	09/29/2008	Common Stock	6,000
Time options (right to buy)	\$ 6.56					<u>(5)</u>	12/13/2008	Common Stock	35,000

# **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

Freitas Luiz Augusto Barros De C/O GRAFTECH INTERNATIONAL 1521 CONCORD PIKE, SUITE 301 WILMINGTON, DE 19803

**Advanced Graphite Materials** 

## **Signatures**

/s/Karen G. Narwold, Attorney-in-fact for Luiz A. Freitas

03/03/2006

\*\*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).
- (1) On May 25, 2005, the Company granted 22,771 restricted shares, valued at the then current market price of \$3.80 per share, subject to a two-year cliff vesting period.
- On August 31, 2005, the Company granted 15,000 restricted shares, valued at the then current market price of \$5.94 per share, under the Company's Long Term Incentive Plan, of which one-third will vest on August 31 of each of 2006, 2007, and 2008.
  - Represents the number of units attributable to the reporting person's participation through Company matching contributions in the
- (3) Company Stock Fund option of the UCAR Carbon Savings Plan. The 55 units reported in this transaction correspond to 52 shares of common stock at a price of \$5.10 per share.
- (4) Of such options, 2,000 vested on each of May 21, 1999, July 14, 1999, and September 29, 1999.
- (5) On November 30, 2005, the Company approved, under the terms of the Company's Long Term Incentive Plan, an accelerated vesting date for such options of November 30, 2005.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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