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

#### **GRAFTECH INTERNATIONAL LTD**

Form 4 May 02, 2006

# FORM 4 UNITED ST

## OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

Expires: January 31, 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

Form 4 or 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).

Stock

(Print or Type Responses)

1. Name and A Freitas Luiz	2. Issuer Name and Ticker or Trading Symbol GRAFTECH INTERNATIONAL LTD [GTI]						5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)						
(Last)  C/O GRAF INTERNAT ROAD		(Middle)	3. Date of (Month/D 04/13/20	ay/Year	•				Director 10% Owner Officer (give titleX Other (specify below)  Advanced Graphite Materials				
PARMA, O	(Street) OH 44130		4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	(State)	(Zip)	Table	e I - No	n-De	erivative S	Securi	ties Acq	Acquired, Disposed of, or Beneficially Owned				
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	) Executio any	med n Date, if Day/Year)	3. Transa Code (Instr.	8)	4. Securinn(A) or Di (D) (Instr. 3,	spose	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)			
Common Stock									22,771	D (1)			
Common Stock									15,000	D (2)			
Common Stock	04/13/2006			J	V	46	A	\$ 5.77	671	I	By Savings Plan. (3)		
Common	04/28/2006			J	V	41	A	\$	712	I	By		

6.46

Savings

Plan. (4)

(9-02)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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. SonNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	s I	ate	7. Title and A Underlying S (Instr. 3 and	Securities	8. Price Deriva Securit (Instr. :
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Time options (right to buy)	\$ 17.06					<u>(5)</u>	09/29/2008	Common Stock	6,000	
Time options (right to buy)	\$ 6.56					<u>(6)</u>	12/31/2008	Common Stock	35,000	

## **Reporting Owners**

Reporting Owner Name / Address			Kelati	onships
	Dimonton	1007 Oxxxxx	Officer	Othon

Freitas Luiz Augusto Barros De C/O GRAFTECH INTERNATIONAL 12900 SNOW ROAD **PARMA, OH 44130** 

**Advanced Graphite Materials** 

## **Signatures**

/s/Craig S. Shular, Attorney-in-fact for Luiz A. 05/02/2006 Freitas

> \*\*Signature of Reporting Person Date

2 Reporting Owners

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## **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.
- (2) 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 46 units reported in this transaction correspond to 44 shares of common stock at a price of \$6.03 per share.
- Represents the number of units attributable to the reporting person's participation through Company matching contributions in the (4) Company Stock Fund option of the UCAR Carbon Savings Plan. The 41 units reported in this transaction correspond to 39 shares of common stock at a price of \$6.76 per share.
- (5) Of such options, 2,000 vested on each of May 21, 1999, July 14, 1999, and September 29, 1999.
- (6) 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.