

GRAFTECH INTERNATIONAL LTD

Form 4

July 05, 2006

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**BARNARD PETRUS J**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
**GRAFTECH INTERNATIONAL  
LTD., 12900 SNOW ROAD**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**06/15/2006**

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
**President, Graphite Electrodes**

(Street)  
**PARMA, 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 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) |                             |
|--------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|--------|------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|-----------------------------|
|                                |                                      |                                                    | Code                           | V                                                                 | Amount | (A) or (D) | Price                                                                                         |                                                          |                                                       |                             |
| Common Stock                   | 06/15/2006                           |                                                    | J                              | V                                                                 | 105    | A          | \$ 5.53                                                                                       | 2,886                                                    | I                                                     | By Savings Plan. <u>(1)</u> |
| Common Stock                   | 06/30/2006                           |                                                    | J                              | V                                                                 | 105    | A          | \$ 5.54                                                                                       | 2,991                                                    | I                                                     | By Savings Plan. <u>(2)</u> |
| Common Stock                   |                                      |                                                    |                                |                                                                   |        |            |                                                                                               | 50,000                                                   | D <u>(3)</u>                                          |                             |

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) |                 | 8. P         |                            |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-----|---------------------------------------------------------------|-----------------|--------------|----------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V                                                                                       | (A)                                                      | (D) | Date Exercisable                                              | Expiration Date | Title        | Amount or Number of Shares |
| Time options (right to buy)                | \$ 5.46                                                |                                      |                                                    |                                |                                                                                         |                                                          |     | 04/01/2007                                                    | 04/01/2015      | Common Stock | 100,000                    |
| Time options (right to buy)                | \$ 17.06                                               |                                      |                                                    |                                |                                                                                         |                                                          |     | <u>(4)</u>                                                    | 09/29/2008      | Common Stock | 66,000                     |
| Time options (right to buy)                | \$ 8.56                                                |                                      |                                                    |                                |                                                                                         |                                                          |     | 12/15/2002                                                    | 12/10/2010      | Common Stock | 60,000                     |
| Time options (right to buy)                | \$ 6.56                                                |                                      |                                                    |                                |                                                                                         |                                                          |     | <u>(5)</u>                                                    | 12/31/2008      | Common Stock | 100,000                    |
| Time options (right to buy)                | \$ 8.85                                                |                                      |                                                    |                                |                                                                                         |                                                          |     | 09/25/2003                                                    | 09/25/2011      | Common Stock | 45,000                     |

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director    10% Owner    Officer    Other  
President, Graphite Electrodes

BARNARD PETRUS J  
GRAFTECH INTERNATIONAL LTD.  
12900 SNOW ROAD  
PARMA, OH 44130

## Signatures

/s/Gary R. Whitaker, Attorney-in-Fact for Petrus J.  
Barnard

07/05/2006

\_\_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).

Represents the number of units attributable to the reporting person's participation through Company matching contributions in the

- (1) Company Stock Fund option of the UCAR Carbon Savings Plan. The 105 units reported in this transaction correspond to 101 shares of Common Stock at a price of \$5.78 per share.

Represents the number of units attributable to the reporting person's participation through Company matching contributions in the

- (2) Company Stock Fund option of the UCAR Carbon Savings Plan. The 105 units reported in this transaction correspond to 101 shares of Common Stock at a price of \$5.80 per share.

- (3) Of such shares, granted on August 31, 2005 under the Company's Long Term Incentive Plan, one-third will vest on August 31 of each of 2006, 2007, and 2008.

- (4) Of such options, 22,000 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.

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