GRAFTECH INTERNATIONAL LTD
Form 4
September 02, 2005

FORM 4

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

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

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

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

(Last) (First) (Middle)

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)
08/15/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
President, Graphite Electrodes

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	08/15/2005		J	V	106	A	$ 5.5	1,146	I	By Savings Plan. (1)
Common Stock	08/31/2005		J	V	103	A	$ 5.69	1,249	I	By Savings Plan. (2)
Common Stock	08/31/2005		A		50,000	A	$ 0	50,000	D (3)	

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

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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 Der Sec (Ins
				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)	$ 35							(4)	02/28/2006	Common Stock	5,000	
Time options (right to buy)	$ 17.06							(5)	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							(6)	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
BARNARD PETRUS J GRAFTECH INTERNATIONAL LTD. 1521 CONCORD PIKE, SUITE 301 WILMINGTON, DE 19803			President, Graphite Electrodes	

Signatures

/s/Karen G. Narwold, Attorney-in-Fact for Petrus J. Barnard	09/02/2005
**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) Represents the number of units attributable to the reporting person's participating through Company matching contributions in the Company Stock Fund option of the UCAR Carbon Savings Plan. The 106 units reported in this transaction correspond to 102 shares of Common Stock at price of $5.74.

(2) Represents the number of units attributable to the reporting person's participating through Company matching contributions in the Company Stock Fund option of the UCAR Carbon Savings Plan. The 103 units reported in this transaction correspond to 98 shares of Common Stock at price of $5.94.

(3) On August 31, 2005, the Company granted 50,000 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.

(4) 2,500 of such options became exercisable on each of May 2, 1996 and August 28, 1997.

(5) Of such options, 22,000 vested on each of: May 21, 1999, July 14, 1999 and September 29, 1999.

(6) One-third of these options become exercisable on March 1, 2006. The remainder becomes exercisable on July 31, 2008.

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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