

SHULAR CRAIG S  
Form 4  
March 02, 2012

**FORM 4**

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

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).

**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 \*  
SHULAR CRAIG S

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)  
C/O GRAFTECH INTERNATIONAL LTD., 12900 SNOW ROAD

3. Date of Earliest Transaction (Month/Day/Year)  
02/29/2012

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chairman, CEO & President

(Street)  
PARMA, OH 44130

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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)
				(A) or (D) Code V Amount (D) Price			
Common Stock					348,136	D	
Common Stock					40,911	I	By Compensation Deferral Plan <sup>(1)</sup>
Common Stock					33,761	I	By Savings Plan <sup>(2)</sup>
Common Stock					52,000	D <sup>(3)</sup>	

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Stock								
Common Stock						69,000		D <sup>(4)</sup>
Common Stock						18,796		D <sup>(5)</sup>
Common Stock						20,604		D <sup>(6)</sup>
Common Stock						32,000		D <sup>(7)</sup>
Common Stock						20,792		D <sup>(8)</sup>
Common Stock						39,000		D <sup>(9)</sup>
Common Stock	02/29/2012		F	27,175	D	\$ 12.71	85,668	D <sup>(10)</sup> <sup>(15)</sup>

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

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(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. Price or Value of Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (right to buy)	\$ 9.05					<u>(11)</u>	04/02/2017	Common Stock	300,000
Stock Options (right to buy)	\$ 16.41					<u>(12)</u>	12/11/2019	Common Stock	56,000

Stock Options (right to buy)	\$ 19.89	(13)	12/09/2020	Common Stock	48,000
Stock Options (right to buy)	\$ 13.89	(14)	12/13/2021	Common Stock	104,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHULAR CRAIG S C/O GRAFTECH INTERNATIONAL LTD. 12900 SNOW ROAD PARMA, OH 44130	X		Chairman, CEO & President	

## Signatures

/s/John D. Moran, Attorney-in-Fact for Craig S. Shular

03/02/2012

\_\_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 obligations whose value is based on the Common Stock through a contribution, exempt pursuant to Rule 16b-3(c), under the Company's Compensation Deferral Program. The reporting person disclaims beneficial ownership of these securities.
  - Represents the number of units attributable to the reporting person's participation in the Company Stock Fund option of the GrafTech International Holdings Inc. Savings Plan.
  - On December 13, 2011, the Company granted 52,000 restricted shares under the Company's 2005 Equity Incentive Plan. One-third of the restricted shares will vest on each of December 13, 2012, 2013, and 2014.  
On December 13, 2011, the Company granted 69,000 performance shares under the Company's 2005 Equity Incentive Plan, which represent the right to receive shares contingent upon the achievement of performance measures over a 3-year performance period. Shares that are earned upon the attainment of the applicable performance targets vest on March 31, 2015. The ultimate number of shares earned is subject to adjustment based on actual performance.
  - On February 18, 2011, the Company granted 21,106 restricted shares under the Company's 2005 Equity Incentive Plan. One-third of the restricted shares vested on February 18, 2012, and one-third will vest on each of February 18, 2013 and 2014. The holdings are net of shares previously withheld, or sold under a Rule 10b5-1 trading plan, to cover withholding taxes.
  - On December 9, 2010, the Company granted 24,000 restricted shares under the Company's 2005 Equity Incentive Plan. One-third of the restricted shares vested on December 9, 2011, and one-third will vest on each of December 9, 2012 and 2013. The holdings are net of shares previously withheld, or sold under a Rule 10b5-1 trading plan, to cover withholding taxes.
  - On December 9, 2010, the Company granted 32,000 performance shares under the Company's 2005 Equity Incentive Plan, which represent the right to receive shares contingent upon the achievement of performance measures over a 3-year performance period. Shares that are earned upon the attainment of the applicable performance targets vest on March 31, 2014. The ultimate number of shares earned is subject to adjustment based on actual performance.
  - On December 10, 2009, the Company granted 29,000 restricted shares under the Company's 2005 Equity Incentive Plan. One-third of the restricted shares vested on each of December 10, 2010 and 2011, and one-third will vest on December 10, 2012. The holdings are net

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of shares previously withheld, or sold under a Rule 10b5-1 trading plan, to cover withholding taxes.

- (9) On December 10, 2009, the Company granted 39,000 performance shares under the Company's 2005 Equity Incentive Plan, which represent the right to receive shares contingent upon the achievement of performance measures over a 3-year performance period. Shares that are earned upon the attainment of the applicable performance targets vest on March 29, 2013. The ultimate number of shares earned is subject to adjustment based on actual performance.

- (10) 27,175 shares were withheld to cover withholding taxes due on vesting of performance shares. On December 15, 2008, the Company granted 97,000 performance shares under the Company's 2005 Equity Incentive Plan, representing the right to receive shares contingent upon the achievement of performance measures and subject to adjustment based on actual performance. Including an upward adjustment of 15,843 shares as a result of actual performance achieved, 80,510 earned shares became vested on February 29, 2012. From the earned shares that vested, 27,175 shares were withheld to cover withholding taxes. The amount of securities owned in this line represent the net number of shares earned and vested (80,510) less the number of shares withheld to cover withholding taxes (27,175) plus 1/3 of the December 15, 2008 grant (32,333) which, subject to further adjustment based on actual performance, may still be earned.

- (11) All such options have fully vested.

- (12) On December 10, 2009, the Company granted 56,000 stock options under the Company's 2005 Equity Incentive Plan. The options vest in equal thirds on December 10 of each of 2010, 2011 and 2012. The vested portions of such options will become exercisable upon vesting.

- (13) On December 9, 2010, the Company granted 48,000 stock options under the Company's 2005 Equity Incentive Plan. The options vest in equal thirds on December 9 of each of 2011, 2012 and 2013. The vested portions of such options will become exercisable upon vesting.

- (14) On December 13, 2011, the Company granted 104,000 stock options under the Company's 2005 Equity Incentive Plan. The options vest in equal thirds on December 13 of each of 2012, 2013 and 2014. The vested portions of such options will become exercisable upon vesting.

- (15) Total of all reported shares beneficially owned: 760,668. Total of all outstanding options: 508,000.

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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