

GRAFTECH INTERNATIONAL LTD

Form 4

December 11, 2013

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
SHULAR CRAIG S

(Last) (First) (Middle)

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

(Street)

PARMA, OH 44130

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/09/2013

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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)
				(A) or (D)			
Common Stock			Code	V	Amount		Price
					71,000	D <u>(1)</u>	
Common Stock					118,000	D <u>(2)</u>	
Common Stock					66,984	D <u>(3)</u>	
Common Stock					130,000	D <u>(4)</u>	
					44,642	D <u>(5)</u>	

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Common Stock								
Common Stock					69,000	D	(6)	
Common Stock					16,427	D	(7)	
Common Stock	12/09/2013		F	3,836	D	\$ 11.45	13,372	D (8)
Common Stock					32,000	D	(9)	
Common Stock					494,549	D		
Common Stock					36,132	I		By Savings Plan (10)
Common Stock					45,128	I		By Compensation Deferral Plan (11)

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 Securities (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>(12)</u>	04/02/2017	Common Stock	300,000
Stock Options	\$ 16.41							<u>(12)</u>	12/11/2019	Common Stock	56,000

(right to
buy)

Stock Options (right to buy)	\$ 19.89	(12)	12/09/2020	Common Stock	48,000
Stock Options (right to buy)	\$ 13.89	(13)	12/13/2021	Common Stock	104,000
Stock Options (right to buy)	\$ 9.51	(14)	11/27/2022	Common Stock	104,000
Stock Options (right to buy)	\$ 11.56	(15)	11/21/2023	Common Stock	95,000

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

12/11/2013

**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 November 21, 2013, the Company granted 71,000 restricted shares under the Company's 2005 Equity Incentive Plan. One-third of the restricted shares will vest on each of December 3, 2013, 2015, and 2016.
- (2) On November 21, 2013, the Company granted 118,000 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, 2017. The ultimate number of shares earned is subject to adjustment based on actual performance.
- (3) On November 27, 2012, the Company granted 78,000 restricted shares under the Company's 2005 Equity Incentive Plan. One-third of the restricted shares vested on November 27, 2013, and one-third will vest on each of November 27, 2014, and 2015. The holdings are net of shares previously withheld, or sold under a Rule 10b5-1 trading plan, to cover withholding taxes.
- (4)

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On November 27, 2012, the Company granted 130,000 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, 2016. The ultimate number of shares earned is subject to adjustment based on actual performance.

- (5) 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 vested December 13, 2012, and one-third will vest on each of December 13, 2013 and 2014. The holdings are net of shares previously withheld, or sold under a Rule 10b5-1 trading plan, to cover withholding taxes.

- (6) 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.

- (7) 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 each of February 18, 2012 and 2013, and one-third will vest on February 18, 2014. The holdings are net of shares previously withheld, or sold under a Rule 10b5-1 trading plan, to cover withholding taxes.

- (8) 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 each of December 9, 2011, 2012, and 2013. 3,836 of the 8,000 shares that vested December 9, 2013 were withheld to cover withholding taxes due upon vesting. The holdings are net of shares previously withheld, or sold under a Rule 10b5-1 trading plan, to cover withholding taxes.

- (9) 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.

- (10) 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.

- (11) 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.

- (12) All such options have fully vested.

- (13) 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.

- (14) On November 27, 2012, the Company granted 104,000 stock options under the Company's 2005 Equity Incentive Plan. The options vest in equal thirds on November 27 of each of 2013, 2014 and 2015. The vested portions of such options will become exercisable upon vesting.

- (15) On November 21, 2013, the Company granted 95,000 stock options under the Company's 2005 Equity Incentive Plan. The options vest in equal thirds on December 3 of each of 2014, 2015 and 2016. The vested portions of such options will become exercisable upon vesting.

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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