

Edgar Filing: UCAR INTERNATIONAL INC - Form 4

UCAR INTERNATIONAL INC

Form 4

February 11, 2002

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person  
 Marshall, Thomas  
 600 Grant Street, Suite 1080  
 Pittsburgh, PA 15219-2704
2. Issuer Name and Ticker or Trading Symbol  
 UCAR International Inc.  
 UCR
3. IRS or Social Security Number of Reporting Person (Voluntary)
4. Statement for Month/Year  
 1/31/02
5. If Amendment, Date of Original (Month/Year)
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)  
 (X) Director ( ) 10% Owner ( ) Officer (give title below) ( ) Other  
 (specify below)
7. 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 | 2. Transaction Date | 3. Code | 4. Securities Acquired (A) or Disposed of (D) Amount | 5. Amount of Securities Beneficially Owned at End of Month |
|----------------------|---------------------|---------|--|--|
| Common Stock         |                     |         |  | 10,400   |

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Derivative Security | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date | 4. Code | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) Amount | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Securities | 8. Put or Call |
|---------------------------------|--|---------------------|---------|---|---|--|----------------|
| Time Option (right to buy)      | \$31.4516  |                     |         |   | 06/15/99 - 01/25/07                     | Common Stock, par value \$0.01 per share     |                |

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|                                 |         |          |   |       |   |             |             |                 |       |
|---------------------------------|---------|----------|---|-------|---|-------------|-------------|-----------------|-------|
| Time Option (right to buy)      | \$17.81 |          |   |       |   | 01/10/01    | 01/01/10    | Common Stock    | 3,200 |
|                                 |         |          |   |       |   |             |             | , par value     |       |
|                                 |         |          |   |       |   |             |             | \$.01 per share |       |
| Stock Option (right to buy)     | \$8.57  |          |   |       |   | 12/15/01    | 12/15/10(2) | Common Stock    | 7,700 |
|                                 |         |          |   |       |   |             |             | , par value     |       |
|                                 |         |          |   |       |   |             |             | \$.01 per share |       |
| Stock Option (right to buy)     | \$8.57  |          |   |       |   | (3)         | 12/15/10(2) | Common Stock    | 5,840 |
|                                 |         |          |   |       |   |             |             | , par value     |       |
|                                 |         |          |   |       |   |             |             | \$.01 per share |       |
| Stock Option (right to buy)     | \$8.57  |          |   |       |   | 12/15/00    | 12/15/10(2) | Common Stock    | 1,870 |
|                                 |         |          |   |       |   |             |             | , par value     |       |
|                                 |         |          |   |       |   |             |             | \$.01 per share |       |
| Stock Option (right to buy) (4) | \$8.85  |          |   |       |   | 09/25/01    | 09/25/11(2) | Common Stock    | 2,260 |
|                                 |         |          |   |       |   |             |             | , par value     |       |
|                                 |         |          |   |       |   |             |             | \$.01 per share |       |
| Time Option (right to buy)      | \$10.70 | 01/01/02 | A | 6,200 | A | 01/01/03(1) | 01/01/12(2) | Common Stock    | 6,200 |
|                                 |         |          |   |       |   |             |             | , par value     |       |
|                                 |         |          |   |       |   |             |             | \$.01 per share |       |

Explanation of Responses:

(1) Such options shall vest so long as the reporting person is still a director on such date.

(2) Options expire on such date unless reporting person ceases to be a director, in which event options expire four years from date reporting person's directorship ends.

(3) Such options vested ratably over 2001.

(4) Options were granted in lieu of cash fees in accordance with prior practice.

SIGNATURE OF REPORTING PERSON

/s/ Karen G. Narwold, Attorney-in-Fact for Thomas Marshall

DATE

February 8, 2002