## Edgar Filing: GRAFTECH INTERNATIONAL LTD - Form 4

### GRAFTECH INTERNATIONAL LTD

Form 4

September 02, 2005

September	02, 2003												
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION								<b>33</b> 1	OMB APPROVAL				
Washington, D.C. 20549									OMB Numb	er: 3235-0287			
Check this box									Expire	January 31,			
if no lo subject Section Form 4	F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES							Estima burder	Estimated average burden hours per response 0.5				
Form 5 obligation may co See Ins 1(b).	ions Section 17	(a) of the P	ublic U	` '	oldin	g Con	npany	Act	ge Act of 1934 of 1935 or Sec 940				
(Print or Type	e Responses)												
1. Name and Address of Reporting Person * SHULAR CRAIG S			2. Issuer Name <b>and</b> Ticker or Trading Symbol						5. Relationship of Reporting Person(s) to Issuer				
		GRAFTECH INTERNATIONAL LTD [GTI]						(Check all applicable)					
(Last) (First) (Middle)			3. Date of Earliest Transaction (Month/Day/Year)						_X_ Director 10% Owner X_ Officer (give title Other (specify below)				
C/O GRAI			08/31/	2005					CEO and President				
	TIONAL LTD., 1 D PIKE, SUITE 3												
					Amendment, Date Original d(Month/Day/Year)					<ul><li>6. Individual or Joint/Group Filing(Check</li><li>Applicable Line)</li><li>_X_ Form filed by One Reporting Person</li></ul>			
WILMING	GTON,, DE 19803	3							Form filed l	by More than C	One Reporting		
(City)	(State) Table I - Non-Derivative Securities Acquired, Disposed of								d of, or Bene	eficially Owned			
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution D any (Month/Day	ate, if	3. Transactio Code (Instr. 8)	or(A) (Inst		s Acquired osed of (D) and 5)  (A) or (D) Price		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)		
Common Stock									19,310	D			
Common Stock									26,673	I	By Savings Plan. (1)		
Common Stock									36,505	I	By Compensation Deferral Plan.		
Common	08/31/2005			A	130	0,000	A	\$0	130,000	D (3)			

#### Stock

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

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SEC 1474

(9-02)

8. P Der Sec (Ins

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. Transactic Code (Instr. 8)	5. orNum of Deriv Secu Acqu (A) c Dispo of (D (Instrument)	vative rities ired or osed o)		e	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Time options (right to buy)	\$ 17.3125						<u>(4)</u>	09/29/2008	Common Stock	150,000	
Time options (right to buy)	\$ 14						02/28/2005	02/28/2010	Common Stock	30,000	
Time options (right to buy)	\$ 8.56						12/15/2002	12/15/2010	Common Stock	100,000	
Time options (right to buy)	\$ 8.85						<u>(5)</u>	09/25/2011	Common Stock	87,000	
Stock options (right to buy)	\$ 6.56						<u>(6)</u>	12/31/2008	Common Stock	600,000	

# **Reporting Owners**

Reporting Owner Name / Address Relationships

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Director 10% Owner Officer Other

SHULAR CRAIG S C/O GRAFTECH INTERNATIONAL LTD. 1521 CONCORD PIKE, SUITE 301 WILMINGTON,, DE 19803

CEO and President

### **Signatures**

/s/Karen G. Narwold, Attorney-in-fact for Craig S. Shular

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).

X

- (1) Represents the number of units attributable to the reporting person's participation through Company matching contributions in the Company Stock Fund option of the UCAR Carbon Savings Plan.
- (2) Represents obligations whose value is based on the Common Stock through a contribution, exempt pursuant to Rule 16b-3(f), under the Company's Compensation Deferral Program. The reporting person disclaims beneficial ownership of these securities.
- (3) On August 31, 2005, the Company granted 130,000 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) Of such options, 50,000 vested on each of May 21, 1999, July 14, 1999 and September 29, 1999.
- Options were granted as part of an annual grant. Of such options, 15,000 vested on September 25, 2001 and 72,000 vested on September 25, 2003.
- Such options will vest on July 31, 2008 or earlier on March 31, 2006 if certain cash flow performance targets are achieved in each of 2003, 2004 and 2005 under the Company's Long Term Incentive Plan. For each year that such targets are achieved, one-third of the options granted will vest on March 31, 2006. If not previously exercised, these options will expire on December 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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