

CARTLEDGE R EUGENE
Form 4/A
March 01, 2007

FORM 4

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

OMB APPROVAL

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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 *
CARTLEDGE R EUGENE

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)
27 SEAWATCH DRIVE

3. Date of Earliest Transaction (Month/Day/Year)
01/17/2007

Director 10% Owner
 Officer (give title below) Other (specify below)

(Street)
SAVANNAH,, GA 31411

4. If Amendment, Date Original Filed(Month/Day/Year)
01/19/2007

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 01/17/2007 | | A | 4,202 | A | \$ 74,223 | D |
| Common Stock | 01/17/2007 | | A | 5,000 | A | \$ 79,223 | D |

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

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SEC 1474 (9-02)

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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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Time options (right to buy) | \$ 32.53 | | | | | 03/30/1998 01/25/2007 | Common Stock | 5,000 |
| Time options (right to buy) | \$ 17.81 | | | | | 01/01/2001 01/01/2010 | Common Stock | 3,200 |
| Time options (right to buy) | \$ 8.57 | | | | | 12/15/2001 12/15/2010 ⁽³⁾ | Common Stock | 7,700 |
| Time options (right to buy) | \$ 8.57 | | | | | ⁽⁴⁾ 12/15/2010 ⁽³⁾ | Common Stock | 5,840 |
| Time options (right to buy) | \$ 8.57 | | | | | 12/15/2000 12/15/2010 ⁽³⁾ | Common Stock | 1,870 |
| Time options (right to buy) | \$ 8.85 | | | | | 09/25/2001 09/25/2011 ⁽³⁾ | Common Stock | 2,040 |
| Time options (right to buy) | \$ 10.7 | | | | | 01/01/2003 01/01/2012 ⁽³⁾ | Common Stock | 6,200 |
| Time options (right to buy) | \$ 10.77 | | | | | 03/01/2002 03/01/2012 ⁽³⁾ | Common Stock | 1,680 |

buy)

| | | | | | |
|-----------------------------|---------|------------|---------------------------|--------------|--------|
| Time options (right to buy) | \$ 5.15 | 01/14/2004 | 01/14/2013 ⁽³⁾ | Common Stock | 12,800 |
|-----------------------------|---------|------------|---------------------------|--------------|--------|

| | | | | | |
|-----------------------------|----------|------------|---------------------------|--------------|-------|
| Time options (right to buy) | \$ 13.37 | 01/15/2005 | 01/15/2014 ⁽³⁾ | Common Stock | 3,500 |
|-----------------------------|----------|------------|---------------------------|--------------|-------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| CARTLEDGE R EUGENE 27 SEAWATCH DRIVE SAVANNAH,, GA 31411 | X | | | |

Signatures

/s/Gary R. Whitaker, Attorney-in-fact for R. Eugene Cartledge

02/28/2007

 **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) The reporting person has elected, pursuant to the Company's equity compensation plans, to receive deferred shares of common stock in lieu of cash for payment of director fees.
- (2) The reporting person has elected to receive deferred units in lieu of a grant of 5,000 shares of restricted stock that would otherwise vest on the first anniversary of the date of the grant.
- (3) 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.
- (4) Such options vested ratably over 2001.

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.