

BARNARD PETRUS J
Form 4
March 02, 2012

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 *
BARNARD PETRUS J

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)

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

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP, Pres. Industrial Materials

C/O GRAFTECH INTERNATIONAL LTD., 12900 SNOW ROAD

(Street)

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

PARMA, OH 44130

(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) | Price | | |
| Common Stock | | | | | 9,600 | D | (1) |
| Common Stock | | | | | 12,800 | D | (2) |
| Common Stock | | | | | 7,134 | D | (3) |
| Common Stock | | | | | 11,000 | D | (4) |
| | | | | | 6,903 | D | (5) |

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| | | | | | | | | | |
|--------------|------------|--|---|-------|---|----------|---------|------------------|--|
| Common Stock | | | | | | | | | |
| Common Stock | | | | | | 12,800 | | D ⁽⁶⁾ | |
| Common Stock | 02/29/2012 | | F | 8,237 | D | \$ 12.71 | 26,663 | D ⁽⁷⁾ | |
| Common Stock | | | | | | | 103,061 | D | |
| Common Stock | | | | | | | 8,114 | I | By Savings Plan ⁽⁸⁾ |
| Common Stock | | | | | | | 2,329 | I | By Compensation Deferral Plan ⁽⁹⁾ |

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. Pri Deriv Secur (Instr | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Options (right to buy) | \$ 5.46 | | | | | ⁽¹⁰⁾ | 04/01/2015 | Common Stock | 100,000 |
| Stock Options (right to buy) | \$ 16.41 | | | | | ⁽¹¹⁾ | 12/10/2019 | Common Stock | 18,000 |
| Stock Options | \$ 19.89 | | | | | ⁽¹²⁾ | 12/09/2020 | Common Stock | 16,000 |

(right to
buy)

Stock
Options
(right to
buy)

\$ 13.89

(13)

12/13/2021

Common
Stock

19,200

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BARNARD PETRUS J C/O GRAFTECH INTERNATIONAL LTD. 12900 SNOW ROAD PARMA, OH 44130 | | | VP, Pres. Industrial Materials | |

Signatures

/s/John D. Moran, Attorney-in-Fact for Petrus J.
Barnard

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).
- (1) On December 13, 2011, the Company granted 9,600 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.
- (2) On December 13, 2011, the Company granted 12,800 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.
- (3) On December 9, 2010, the Company granted 8,000 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.
- (4) On December 9, 2010, the Company granted 11,000 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, 2014. The ultimate number of shares earned is subject to adjustment based on actual performance.
- (5) On December 10, 2009, the Company granted 9,200 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 of shares previously withheld, or sold under a Rule 10b5-1 trading plan, to cover withholding taxes.
- (6) On December 10, 2009, the Company granted 12,800 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.
- (7) 8,237 shares were withheld to cover withholding taxes due on vesting of performance shares. On December 15, 2008, the Company granted 30,000 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 4,900 shares as a result of actual performance achieved, 24,900 earned shares became vested on February 29, 2012. From the earned shares that vested, 8,237 shares were withheld to cover withholding taxes. The amount of securities owned in this line represent the net

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number of shares earned and vested (24,900) less the number of shares withheld to cover withholding taxes (8,237) plus 1/3 of the December 15, 2008 grant (10,000) which, subject to further adjustment based on actual performance, may still be earned.

- (8) Represents the number of shares attributable to the reporting person's participation in the Company Stock Fund of the GrafTech International Savings Plan.
- (9) 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.
- (10) All such options have fully vested.

(11) On December 10, 2009, the Company granted 18,000 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.

(12) On December 9, 2010, the Company granted 16,000 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.

(13) On December 13, 2011, the Company granted 19,200 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.

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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