SHAWLEY STEVEN R

Form 4

January 17, 2013

FORM 4

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

OMB

3235-0287 Number:

OMB APPROVAL

January 31, Expires: 2005

0.5

Estimated average burden hours per response...

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

Section 16.

Form 4 or

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * SHAWLEY STEVEN R

(First)

(Street)

(Middle)

2. Issuer Name and Ticker or Trading

Symbol

GRAFTECH INTERNATIONAL

5. Relationship of Reporting Person(s) to

Issuer

LTD [GTI]

(Check all applicable)

3. Date of Earliest Transaction

(Month/Day/Year) 01/15/2013

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

C/O GRAFTECH

INTERNATIONAL LTD., 12900

SNOW ROAD

(Last)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

PARMA, OH 44130

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

3. 1.Title of 2. Transaction Date 2A. Deemed 4. Securities 5. Amount of 6. Ownership 7. Nature of TransactionAcquired (A) or Indirect Security (Month/Day/Year) Execution Date, if Securities Form: Direct (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Indirect (I) Ownership (Instr. 4) Following (Instr. 4) Reported (A) Transaction(s)

(Instr. 3 and 4) Code V (D) Price Amount

Common 01/15/2013 \$0 $D^{(1)}$ Α 8,466 A 31,025 Stock

Common 01/15/2013 \$0 34,941 $D^{(2)}$ A 3.916 Α Stock

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Edgar Filing: SHAWLEY STEVEN R - Form 4

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. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6		(Instr. 3 and 4)		8. Pr Deri Secu (Inst
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Options (right to buy)	\$ 15.06					(3)	05/20/2020(4)	Common Stock	5,000	

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
SHAWLEY STEVEN R C/O GRAFTECH INTERNATIONAL LTD. 12900 SNOW ROAD PARMA, OH 44130	X					

Signatures

/s/Lindon G. Robertson, Attorney-In-Fact 01/17/2013

**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).
- On January 15, 2013, the Company granted 8,466 restricted shares as an annual grant to non-employee directors, valued at the then (1) current market price of \$9.45 per share. Such shares vest on January 15, 2014 unless, with certain exceptions, the reporting person ceases
- (1) current market price of \$9.45 per share. Such shares vest on January 15, 2014 unless, with certain exceptions, the reporting person ceases to be a director prior to the vesting date.
- (2) 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.
- (3) All such options have fully vested and became exercisable.
- (4) Options expire on such date unless reporting person ceases to be a director, in which event options expire fours years from the date reporting person's directorship ends.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

Edgar Filing: SHAWLEY STEVEN R - Form 4

tential persons who are to respond to the collection of information contained in this form are not required to respond unless the form display currently valid OMB number.	/S