

GRAFTECH INTERNATIONAL LTD

Form 4

January 17, 2014

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

(Last) (First) (Middle)

C/O GRAFTECH INTERNATIONAL LTD., 12900 SNOW ROAD

(Street)

PARMA, OH 44130

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
GRAFTECH INTERNATIONAL LTD [GTI]

3. Date of Earliest Transaction (Month/Day/Year)
01/16/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 (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 | | | | | |
| | | | | Code | V | Amount | | | | |
| Common Stock | 01/16/2014 | | M | | 15,000 | A | \$ 5.46 | 15,000 | D | |
| Common Stock | 01/16/2014 | | S | | 15,000 | D | \$ 13 | 0 | D | (1) |
| Common Stock | | | | | | | | 15,700 | D | (2) |
| Common Stock | | | | | | | | 26,200 | D | (3) |
| | | | | | | | | 12,799 | D | (4) |

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| | | | | |
|--------------|---------|---|------------|-------------------------------------------|
| Common Stock | | | | |
| Common Stock | 24,000 | D | <u>(5)</u> | |
| Common Stock | 7,493 | D | <u>(6)</u> | |
| Common Stock | 12,800 | D | <u>(7)</u> | |
| Common Stock | 11,000 | D | <u>(8)</u> | |
| Common Stock | 142,925 | D | | |
| Common Stock | 10,817 | I | | By Savings Plan <u>(9)</u> |
| Common Stock | 2,556 | I | | By Compensation Deferral Plan <u>(10)</u> |

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. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|
| Stock Options (right to buy) | \$ 5.46 | 01/16/2014 | | M | 15,000 | <u>(11)</u> 04/01/2015 | Common Stock | 15,000 |
| Stock Options (right to | \$ 16.41 | | | | | <u>(11)</u> 12/10/2019 | Common Stock | 18,000 |

| | | | | | |
|------------------------------|----------|------|------------|--------------|--------|
| buy) | | | | | |
| Stock Options (right to buy) | \$ 19.89 | (11) | 12/09/2020 | Common Stock | 16,000 |
| Stock Options (right to buy) | \$ 13.89 | (12) | 12/13/2021 | Common Stock | 19,200 |
| Stock Options (right to buy) | \$ 9.51 | (13) | 11/27/2022 | Common Stock | 19,200 |
| Stock Options (right to buy) | \$ 11.56 | (14) | 11/21/2023 | Common Stock | 20,900 |

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 01/17/2014

__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) In September 2013, the Reporting Person previously entered into a written Rule 10b5-1 sales plan covering stock options that otherwise would expire April 2015. Under the Rule 10b5-1 sales plan, these options were exercised automatically and the respective shares were sold automatically based on the stock price reaching a pre-set target price.
 - (2) On November 21, 2013, the Company granted 15,700 restricted shares under the Company's 2005 Equity Incentive Plan. One-third of the restricted shares will vest on each of December 3, 2014, 2015, and 2016.
 - (3) On November 21, 2013, the Company granted 26,200 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, 2017. The ultimate number of shares earned is subject to adjustment based on actual performance.
 - (4) On November 27, 2012, the Company granted 14,400 restricted shares under the Company's 2005 Equity Incentive Plan. One-third of the restricted shares vested on November 27, 2013, and one-third will vest on each of November 27, 2014, and 2015. The holdings are net of shares previously withheld, or sold under a Rule 10b5-1 trading plan, to cover withholding taxes.

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- (5) On November 27, 2012, the Company granted 24,000 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 31, 2016. The ultimate number of shares earned is subject to adjustment based on actual performance.
- (6) 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 vested on December 13 of each of 2012 and 2013, and one-third will vest on December 13, 2014. 1,068 of the 3,200 shares that vested December 13, 2013 were withheld to cover withholding taxes due upon vesting. The holdings are net of shares previously withheld, or sold under a Rule 10b5-1 trading plan, to cover withholding taxes.
- (7) 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.
- (8) 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.
- (9) Represents the number of shares attributable to the reporting person's participation in the Company Stock Fund of the GrafTech International Savings Plan.
- (10) 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.
- (11) All such options have fully vested.
- (12) 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.
- (13) On November 27, 2012, the Company granted 19,200 stock options under the Company's 2005 Equity Incentive Plan. The options vest in equal thirds on November 27 of each of 2013, 2014 and 2015. The vested portions of such options will become exercisable upon vesting.
- (14) On November 21, 2013, the Company granted 20,900 stock options under the Company's 2005 Equity Incentive Plan. The options vest in equal thirds on December 3 of each of 2014, 2015 and 2016. 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. 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.