BARNARD PETRUS J

Form 4

December 03, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

Issuer

January 31, 2005

0.5

Estimated average burden hours per

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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

2. Issuer Name and Ticker or Trading

Symbol

1(b).

(Print or Type Responses)

BARNARD PETRUS J

1. Name and Address of Reporting Person *

			GRAFTECH INTERNATIONAL LTD [GTI]				NAL	(Check all applicable)				
(Last) C/O GRA INTERNA SNOW R	3. Date of Earliest Transaction (Month/Day/Year) 12/01/2010					Director 10% Owner _X_ Officer (give title Other (specify below) VP, Pres. Industrial Materials						
PARMA,	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 Person						
(City)	(State)	(Zip)	Ta	ble I - No	n-Derivativ	e Secı	ırities Ac	quired, Dispose	d of, or Benef	ficially Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any (Month/Da	Date, if	3. Transacti Code (Instr. 8)	(A) or			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	12/01/2010			M	20,000	A		20,000	D			
Common Stock	12/01/2010			S	20,000	D	\$ 20.01	0	D (1)			
Common Stock								12,800	D (2)			
Common Stock								9,200	D (3)			
								30,000	D (4)			

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Common Stock			
Common Stock	105,748	D	
Common Stock	7,386	I	By Savings Plan (5)
Common Stock	2,087	I	By Compensation Deferral Plan

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

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SEC 1474 (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. 5. Number of TransactionDerivative Code Securities (Instr. 8) 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)		
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (right to buy)	\$ 5.46						<u>(7)</u>	04/01/2015	Common Stock	100,000
Stock Options (right to buy)	\$ 8.56	12/01/2010		M		20,000	<u>(7)</u>	12/10/2010	Common Stock	20,000
Stock Options (right to buy)	\$ 8.85						<u>(7)</u>	09/25/2011	Common Stock	45,000
Stock Options (right to buy)	\$ 16.41						<u>(8)</u>	12/10/2019	Common Stock	18,000

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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/Mark R. Widmar, Attorney-in-Fact for Petrus J.
Barnard 12/03/2010

**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).
- In March 2010, the Reporting Person entered into a written Rule 10b5-1 sales plan covering stock options that otherwise would expire in December 2010. 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.
- 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.
- 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 vest on December 10 of each of 2010, 2011 and 2012.
- On December 15, 2008, the Company granted 30,000 performance shares under the Company's 2005 Equity Incentive Plan, which represent the right to receive shares contingent upon the achievement of one or more performance measures. Shares that are earned upon the attainment of applicable performance targets shall vest on February 29, 2012. The ultimate number of shares is subject to adjustment based on actual performance.
- (5) Represents the number of shares attributable to the reporting person's participation in the Company Stock Fund of the GrafTech International Savings Plan.
- 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.
- (7) All such options have fully vested.
- 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.

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.

Reporting Owners 3