WETULA JOHN J

Form 4

February 02, 2005

FORM 4

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

OMB

Check this box if no longer

3235-0287 Number: January 31, Expires:

2005

0.5

OMB APPROVAL

subject to Section 16. Form 4 or Form 5

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

burden hours per response...

obligations may continue. See Instruction

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 * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading WETULA JOHN J Issuer Symbol **GRAFTECH INTERNATIONAL** (Check all applicable) LTD [GTI] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner Other (specify X_ Officer (give title) (Month/Day/Year) below) C/O GRAFTECH 01/31/2005 President, Adv. Energy Tech. **INTERNATIONAL LTD., 1521 CONCORD PIKE, SUITE 301** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting WILMINGTON,, DE 19803 Person

(City)	(State) (2	Zip) Table	e I - Nor	n-De	erivative S	Securi	ties Ac	quired, Disposed	of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities on Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership	
		(Month/Day/Year)	Code	V	Amount	(A) or (D)	Price	Following Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	(Instr. 4)
Common Stock								3,170	D	
Common Stock	01/31/2005		J	V	37	A	\$ 7.8	2,318	I	By Savings Plan. (1)

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

Edgar Filing: WETULA JOHN J - Form 4

number.

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. Dr.Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		e	7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance option (right to buy)	\$ 7.6					(2)	01/25/2007	Common Stock	2,155
Time options (right to buy)	\$ 7.6					08/15/1995	01/25/2007	Common Stock	8,145
Time options (right to buy)	\$ 35					<u>(3)</u>	02/09/2006	Common Stock	8,000
Time options (right to buy)	\$ 39.31					<u>(4)</u>	02/10/2007	Common Stock	2,000
Time options (right to buy)	\$ 37.59					02/10/1997	02/10/2007	Common Stock	15,000
Time options (right to buy)	\$ 17.06					<u>(5)</u>	09/28/2008	Common Stock	10,000
Time options (right to buy)	\$ 25.13					06/30/2001	06/30/2009	Common Stock	35,000
Time options (right to buy)	\$ 14					02/28/2005	02/28/2010	Common Stock	20,000
Time options (right to buy)	\$ 8.56					12/15/2002	12/15/2010	Common Stock	35,000
Time options (right to buy)	\$ 8.85					<u>(6)</u>	09/25/2011	Common Stock	32,000
Stock options (right to buy)	\$ 6.56					<u>(7)</u>	12/31/2008	Common Stock	105,000

Reporting Owners

Reporting Owners 2

Edgar Filing: WETULA JOHN J - Form 4

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer

Other

WETULA JOHN J C/O GRAFTECH INTERNATIONAL LTD. 1521 CONCORD PIKE, SUITE 301 WILMINGTON., DE 19803

President, Adv. Energy Tech.

Signatures

Edward J. Yocum, Attorney-in-fact for John J. Wetula

02/02/2005

**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).
 - Represents the number of units attributable to the reporting person's participation through Company matching contributions in the
- (1) Company Stock Fund option of the UCAR Carbon Savings Plan. The 37 units reported in this transaction correspond to 36 shares of Common Stock at a price of \$8.14.
- (2) Of such options, 992 vested on August 15, 1995 and 1,163 vested on December 8, 1997.
- (3) 2,000 of such options became exercisable on each of May 2, 1996 and August 28, 1997 and 4,000 of such options became exercisable on February 8, 2004.
 - 500 of such options became exercisable on each of May 2, 1996 and August 28, 1997. The remaining 1,000 options will vest upon the
- (4) earlier of (i) when the closing price of the Company's Common Stock has been at least \$50 per share for 20 consecutive trading days or (ii) February 10, 2005.
- (5) Of such options, 3,333 vested on each of May 21, 1999 and July 14, 1999 and the remaining 3,334 on September 29, 1999.
- (6) Of such options, 4,000 vested on September 25, 2001 and 28,000 vested on September 25, 2003.
- Such options will vest on 7/31/08 or earlier on 3/31/06 if certain cash flow performance targets are achieved in each of 2003, 2004 and 2005 under the Company's Long Term Incentive Plan. For each year that such targets are achieved, 1/3 of the options granted will vest on 3/31/06. If not previously exercised, these options will expire on December 31, 2008.

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.

Signatures 3