

GRAFTECH INTERNATIONAL LTD

Form 4

August 13, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
Batty Lionel D

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)
C/O GRAFTECH INTERNATIONAL LTD., 6100 OAK TREE BLVD., SUITE 300
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/11/2015

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Pres. Engineered Solutions

INDEPENDENCE, OH 44131
(City) (State) (Zip)

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

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	08/11/2015		F	D	8,870	\$ 5.05	D (1) (2)
Common Stock	08/11/2015		F	D	14,721	\$ 5.05	D (1) (3)
Common Stock	08/11/2015		F	D	2,015	\$ 5.05	D (1) (4)
Common Stock	08/11/2015		F	D	5,027	\$ 5.05	D (1) (5)
	08/11/2015		F	D	1,117		D (1) (6)

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Common Stock					\$ 5.05				
Common Stock	08/11/2015		F	5,552	D	\$ 5.05	11,348	D <u>(1)</u> <u>(7)</u>	
Common Stock							24,529	D	
Common Stock							11,931	I	By Savings Plan <u>(8)</u>
Common Stock							10,275	I	By Compensation Deferral Plan <u>(9)</u>

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. 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. Price of Derivative Security (Instr. 3)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (right to buy)	\$ 16.41					<u>(10)</u> 12/10/2019	Common Stock	3,300	
Stock Options (right to buy)	\$ 19.89					<u>(10)</u> 12/09/2020	Common Stock	2,600	
Stock Options (right to buy)	\$ 13.89					<u>(10)</u> 12/13/2021	Common Stock	4,800	

Stock Options (right to buy)	\$ 15.24	<u>(10)</u>	12/13/2021	Common Stock	9,200
Stock Options (right to buy)	\$ 9.51	<u>(11)</u>	11/27/2022	Common Stock	13,500
Stock Options (right to buy)	\$ 11.56	<u>(11)</u>	11/21/2023	Common Stock	12,300
Stock Options (right to buy)	\$ 4.24	<u>(11)</u>	11/19/2024	Common Stock	36,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Batty Lionel D C/O GRAFTECH INTERNATIONAL LTD. 6100 OAK TREE BLVD., SUITE 300 INDEPENDENCE, OH 44131			Pres. Engineered Solutions	

Signatures

/s/John D. Moran, Attorney-in-Fact for Lionel D. Batty 08/13/2015

__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) Upon the closing of the Investment Agreement on August 11, 2015, between the Issuer and BCP IV GrafTech Holdings LP, an affiliate of Brookfield Capital Partners Ltd. ("Brookfield") dated May 4, 2015 ("Investment Agreement"), and in accordance with the Company's 2005 Equity Incentive Plan, all then unvested Awards became fully vested and the underlying shares were delivered to the individual subject to applicable withholding taxes.
- (2) On November 19, 2014, the Company granted 27,000 restricted shares under the Company's 2005 Equity Incentive Plan, of which would vest in thirds on each of December 3, 2015, 2016, and 2017. Upon the closing of the Investment Agreement, the restricted stock units vested in full. 8,870 of the 27,000 shares that vested August 11, 2015 were withheld to cover withholding taxes due upon vesting. The holdings are net of shares withheld or sold under a Rule 10b5-1 trading plan to cover withholding taxes.
- (3) On November 19, 2014, the Company granted 45,000 performance shares under the Company's 2005 Equity Incentive Plan, which represented the right to receive shares contingent upon the achievement of performance measures over a 3-year performance period and subject to other provisions of the grant. Upon the closing of the Investment Agreement, the performance share units vested in full. 14,721 of the 45,000 shares that vested August 11, 2015 were withheld to cover withholding taxes due upon vesting. The holdings are net of shares withheld or sold under a Rule 10b5-1 trading plan to cover withholding taxes.

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- (4) On November 21, 2013, the Company granted 9,200 restricted shares under the Company's 2005 Equity Incentive Plan, of which would vest in thirds on each of December 3, 2014, 2015, and 2016. Upon the closing of the Investment Agreement, the restricted stock units vested in full. 2,015 of the 6,133 shares that vested August 11, 2015 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.
- (5) On November 21, 2013, the Company granted 15,300 performance shares under the Company's 2005 Equity Incentive Plan, which represented the right to receive shares contingent upon the achievement of performance measures over a 3-year performance period and subject to other provisions of the grant. Upon the closing of the Investment Agreement, the performance share units vested in full. 5,027 of the 15,300 shares that vested August 11, 2015 were withheld to cover withholding taxes due upon vesting. The holdings are net of shares withheld or sold under a Rule 10b5-1 trading plan to cover withholding taxes.
- (6) On November 27, 2012, the Company granted 10,200 restricted shares under the Company's 2005 Equity Incentive Plan, of which would vest in thirds on each of November 27, 2013, 2014 and 2015. Upon the closing of the Investment Agreement, the restricted stock units vested in full. 1,117 of the 3,400 shares that vested August 11, 2015 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 November 27, 2012, the Company granted 16,900 performance shares under the Company's 2005 Equity Incentive Plan, which represented the right to receive shares contingent upon the achievement of performance measures over a 3-year performance period and subject to other provisions of the grant. Upon the closing of the Investment Agreement, the performance share units vested in full. 5,552 of the 16,900 shares that vested August 11, 2015 were withheld to cover withholding taxes due upon vesting. The holdings are net of shares withheld or sold under a Rule 10b5-1 trading plan to cover withholding taxes.
- (8) Represents the number of shares attributable to the reporting person's participation in the Company Stock Fund option of the GrafTech International Holdings Inc. 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 and became exercisable.
- (11) All such options have fully vested. Pursuant to the closing of the Investment Agreement, all of the unvested shares subject to the option vested in full upon the closing of the Investment Agreement.

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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