

GRAFTECH INTERNATIONAL LTD

Form 4

January 20, 2011

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MCCLEAN FERRELL P

(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)
01/18/2011

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)

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)			
Common Stock	12/27/2010		G	V 5,334 D \$ 0	47,312	D	
Common Stock	01/18/2011		A	1,545 A \$ 0	48,857	D ⁽¹⁾	
Common Stock	01/18/2011		A	3,924 A \$ 0	52,781	D ⁽²⁾	
Common Stock					3,400	I	By IRA
					12,000	I	

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Common
Stock

By Spouse
(3)

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. Price Deriva Securit (Instr. 3)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Time options (right to buy)	\$ 10.5					<u>(4)</u>	06/26/2012	Common Stock	5,000	
Time options (right to buy)	\$ 10.5					<u>(4)</u>	02/26/2012	Common Stock	5,321	
Time options (right to buy)	\$ 5.15					<u>(4)</u>	01/14/2013	Common Stock	12,800	
Time options (right to buy)	\$ 13.37					<u>(4)</u>	01/15/2014	Common Stock	3,500	

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MCCLEAN FERRELL P
C/O GRAFTECH INTERNATIONAL LTD. X
12900 SNOW ROAD
PARMA, OH 44130

Signatures

/s/Mark R. Widmar, Attorney-in-fact for Ferrell P.
McCLean

01/20/2011

__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) On December 27, 2010, 5,334 GrafTech shares were gifted to Harvard Management Company for the benefit of The McClean Family Fund at the Radcliffe Institute for Advanced Study. For tax purposes, the value date of the shares delivered is December 23, 2010.
On January 15, 2010, the Company granted 5,529 restricted shares as an annual grant to non-employee directors, valued at the then
(2) current market price of \$14.47 per share. Such shares vest on January 15, 2011 unless, with certain exceptions, the reporting person ceases to be a director prior to the vesting date.
- (3) The reporting person disclaims beneficial ownership of such shares.
- (4) All such options have fully vested and became exercisable.

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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