

MORAN JOHN D
Form 4
February 22, 2012

FORM 4

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

OMB APPROVAL

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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 *
MORAN JOHN D

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
VP, General Counsel, Secretary

(Last) (First) (Middle)
C/O GRAFTECH INTERNATIONAL LTD., 12900 SNOW ROAD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/18/2012

PARMA, OH 44130
(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		
Common Stock					8,000	D	(1)
Common Stock					10,700	D	(2)
Common Stock	02/18/2012		F	628	D	\$ 15.47	4,513 D (3)
Common Stock					3,032	D	(4)
Common Stock					4,500	D	(5)

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Common Stock							
Common Stock				3,056		D <u>(6)</u>	
Common Stock				5,400		D <u>(7)</u>	
Common Stock				7,600		D <u>(8)</u>	
Common Stock				1,863		D	
Common Stock				12,131		I	By Savings Plan <u>(9)</u>
Common Stock				19,333		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. 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>(11)</u> 12/11/2019	Common Stock	7,700	
Stock Options (right to	\$ 19.89					<u>(12)</u> 12/09/2020	Common Stock	6,800	

buy)

Stock

Options
(right to
buy)

\$ 13.89

(13)

12/13/2021

Common
Stock

16,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MORAN JOHN D C/O GRAFTECH INTERNATIONAL LTD. 12900 SNOW ROAD PARMA, OH 44130			VP, General Counsel, Secretary	

Signatures

/s/John D.
Moran

02/22/2012

**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 13, 2011, the Company granted 8,000 restricted shares under the Company's 2005 Equity Incentive Plan. One-third of the restricted shares will vest on each of December 13, 2012, 2013, and 2014.
- (2) On December 13, 2011, the Company granted 10,700 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.
- (3) On February 18, 2011, the Company granted 5,141 restricted shares under the Company's 2005 Equity Incentive Plan. One-third of the restricted shares vested on February 18, 2012, and one-third will vest on each of February 18, 2013 and 2014. 628 of the 1,713 shares that vested 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.
- (4) On December 9, 2010, the Company granted 3,400 restricted shares under the Company's Management Long Term Incentive Program. One-third of the restricted shares vested on December 9, 2011, and one-third will vest on each of December 9, 2012 and 2013. The holdings are net of shares previously withheld, or sold under a Rule 10b5-1 trading plan, to cover withholding taxes.
- (5) On December 9, 2010, the Company granted 4,500 performance shares under the Company's Management Long Term Incentive Program, 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, 2014. The ultimate number of shares earned is subject to adjustment based on actual performance.
- (6) On December 10, 2009, the Company granted 3,900 restricted shares under the Company's 2005 Equity Incentive Plan. One-third of the restricted shares vested on each of December 10, 2010 and 2011, and one-third will vest on December 10, 2012. The holdings are net of shares previously withheld, or sold under a Rule 10b5-1 trading plan, to cover withholding taxes.
- (7) On December 10, 2009, the Company granted 5,400 performance shares under the Company's Management Long Term Incentive Program, 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.
- (8)

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Represents performance shares at target that will vest February 29, 2012 upon the achievement of one or more performance measures. The ultimate number of shares is subject to adjustment based on actual performance.

(9) Represents the number of units attributable to the reporting person's participation in the Company Stock Fund option of the GrafTech International Holdings Inc. Savings Plan.

(10) Represents obligations whose value is based on 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.

On December 10, 2009, the Company granted 7,700 stock options under the Company's Management Long Term Incentive Program.

(11) 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.

On December 9, 2010, the Company granted 6,800 stock options under the Company's Management Long Term Incentive Program. The

(12) options vest in equal thirds on December 9 of each of 2011, 2012 and 2013. The vested portions of such options will become exercisable upon vesting.

On December 13, 2011, the Company granted 16,000 stock options under the Company's 2005 Equity Incentive Plan. The options vest

(13) in equal thirds on December 13 of each of 2012, 2013 and 2014. 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.

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