

Robertson Lindon G  
 Form 4  
 December 17, 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 \*  
 Robertson Lindon G

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)

3. Date of Earliest Transaction (Month/Day/Year)  
 12/13/2012

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 VP & CFO

C/O GRAFTECH INTERNATIONAL LTD., 12900 SNOW ROAD

(Street)

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

PARMA, OH 44130

(City) (State) (Zip)

**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 Ownership (Instr. 4) |              |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|--------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |              |
|                                 |                                      |  |                                | Code  | V   | Amount   |                                   |              |
| Common Stock                    |                                      |  |                                |   |   | 18,600   | D <u>(1)</u>                      |              |
| Common Stock                    |                                      |  |                                |   |   | 31,000   | D <u>(2)</u>                      |              |
| Common Stock                    | 12/13/2012                           |  | F                              | 1,342   | D   | \$ 8.65  | 11,058                            | D <u>(3)</u> |
| Common Stock                    |                                      |  |                                |   |   | 16,500   | D <u>(4)</u>                      |              |
|                                 |                                      |  |                                |   |   | 52,855   | D <u>(5)</u>                      |              |

|                 |  |  |  |        |                  |                                      |
|-----------------|--|--|--|--------|------------------|--------------------------------------|
| Common<br>Stock |  |  |  |        |                  |                                      |
| Common<br>Stock |  |  |  | 12,400 | D <sup>(6)</sup> |                                      |
| Common<br>Stock |  |  |  | 1,746  | I                | By<br>Savings<br>Plan <sup>(7)</sup> |

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Price<br>Deriva<br>Securit<br>(Instr. 3) |                                     |
|---|--|---|---|--------------------------------------|--|--|---|---|-------------------------------------|
|   |  |   |   | Code                                 | V (A) (D)  | Date<br>Exercisable  | Expiration<br>Date  | Title                                       | Amount<br>or<br>Number<br>of Shares |
| Stock<br>Options<br>(right to<br>buy)               | \$ 20.7  |   |   |                                      |  | <sup>(8)</sup>   | 07/18/2021  | Common<br>Stock                             | 18,600                              |
| Stock<br>Options<br>(right to<br>buy)               | \$ 13.89   |   |   |                                      |  | <sup>(9)</sup>   | 12/13/2021  | Common<br>Stock                             | 25,000                              |
| Stock<br>Options<br>(right to<br>buy)               | \$ 9.51  |   |   |                                      |  | <sup>(10)</sup>  | 11/27/2022  | Common<br>Stock                             | 24,800                              |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director    10% Owner    Officer    Other

Robertson Lindon G  
C/O GRAFTECH INTERNATIONAL LTD.  
12900 SNOW ROAD  
PARMA, OH 44130

VP &  
CFO

## Signatures

Lindon G.    12/17/2012  
Robertson

        Date  
\*\*Signature of    Reporting Person

## 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 November 27, 2012, the Company granted 18,600 restricted shares under the Company's 2005 Equity Incentive Plan. One-third of the restricted shares will vest on each of November 27, 2013, 2014, and 2015.
- (2) On November 27, 2012, the Company granted 31,000 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, 2016. The ultimate number of shares earned is subject to adjustment based on actual performance.
- (3) On December 13, 2011, the Company granted 12,400 restricted shares under the Company's 2005 Equity Incentive Plan. One-third of the restricted shares vested December 13, 2012, and one-third will vest on each of December 13, 2013 and 2014. 1,342 of the 4,133 shares that vested December 13, 2012 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 13, 2011, the Company granted 16,500 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, 2015. The ultimate number of shares earned is subject to adjustment based on actual performance.
- (5) On July 18, 2011, the Company granted 59,300 restricted shares under the Company's 2005 Equity Incentive Plan. One-third of the restricted shares vested on July 18, 2012, and one-third will vest July 18 of each of 2013 and 2014. The holdings are net of shares previously withheld, or sold under a Rule 10b5-1 trading plan, to cover withholding taxes.
- (6) On July 18, 2011, the Company granted 12,400 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 in March 29, 2014. The ultimate number of shares earned is subject to adjustment based on actual performance.
- (7) 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.
- (8) On July 18, 2011, the Company granted 18,600 stock options under the Company's 2005 Equity Incentive Plan. The options vest in equal thirds on July 18 of each of 2012, 2013 and 2014. The vested portions of such options will become exercisable upon vesting.
- (9) On December 13, 2011, the Company granted 25,000 stock options under the Company's 2005 Equity Incentive Plan. The options vest in equal thirds on December 13 of each of 2012, 2013 and 2014. The vested portions of such options will become exercisable upon vesting.
- (10) On November 27, 2012, the Company granted 24,800 stock options under the Company's 2005 Equity Incentive Plan. The options vest in equal thirds on November 27 of each of 2013, 2014 and 2015. 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.