

GRAFTECH INTERNATIONAL LTD

Form 4

May 02, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
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 *
NARWOLD KAREN 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)
04/13/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP, Gen. Couns., HR and Sec.

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 Indirect Beneficial Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|--------------------------------|---------------------------------|
| | | | | (A) or (D) | Price | | | | |
| | | | | Code | V | Amount | | | |
| Common Stock | | | | | | 10,824 | D | | |
| Common Stock | 04/13/2006 | | J | V | 76 | A | \$ 5.77 5,213 | I | By Savings Plan. ⁽¹⁾ |
| Common Stock | 04/28/2006 | | J | V | 68 | A | \$ 6.46 5,281 | I | By Savings Plan ⁽²⁾ |
| Common Stock | | | | | | 4,780 | I | By Compensation Deferral Plan. | |

(3)

Common
Stock

16,667 D (4)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Performance option (right to buy) | \$ 7.6 | | | | | 12/08/1997 | 01/25/2007 | Common Stock | 1,746 |
| Time options (right to buy) | \$ 39.31 | | | | | (5) | 02/10/2007 | Common Stock | 2,000 |
| Time options (right to buy) | \$ 37.6 | | | | | 02/10/1998 | 02/10/2007 | Common Stock | 10,000 |
| Time options (right to buy) | \$ 17.06 | | | | | (6) | 09/29/2008 | Common Stock | 9,000 |
| Time options (right to buy) | \$ 15.5 | | | | | (7) | 12/17/2008 | Common Stock | 36,000 |
| Time options (right to buy) | \$ 22.81 | | | | | (8) | 10/01/2009 | Common Stock | 10,000 |
| 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 | 50,000 |
| Time options (right to buy) | \$ 8.85 | | | | | (9) | 09/25/2011 | Common Stock | 57,500 |
| | \$ 6.56 | | | | | (10) | 12/31/2008 | | 200,000 |

Stock
options (right
to buy)

Common
Stock

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| NARWOLD KAREN G C/O GRAFTECH INTERNATIONAL LTD. 12900 SNOW ROAD PARMA, OH 44130 | | | VP, Gen. Couns., HR and Sec. | |

Signatures

/s/Karen G.
Narwold

05/02/2006

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) Represents the number of units attributable to the reporting person's participation through Company matching contributions in the Company Stock Fund option of the UCAR Carbon Savings Plan. The 76 units reported in this transaction correspond to 72 shares of Common Stock at a price of \$6.03 per share.
- (2) Represents the number of units attributable to the reporting person's participation through Company matching contributions in the Company Stock Fund option of the UCAR Carbon Savings Plan. The 68 units reported in this transaction correspond to 65 shares of Common Stock at a price of \$6.76 per share.
- (3) Represents obligations whose value is based on the Common Stock through a contribution, exempt pursuant to Rule 16b-3(f), under the Company's Compensation Deferral Plan. The reporting person disclaims beneficial ownership of these securities.
- (4) Under the terms of an employee severance agreement, these shares, which were part of an original August 31, 2005 grant of 50,000 shares under the Company's Long Term Incentive Plan, shall vest on June 30, 2006. The remaining shares have been forfeited.
- (5) 500 of such options became exercisable on May 2, 1996, 500 of such options became exercisable on August 28, 1997 and 1,000 of such options became exercisable on February 10, 2005.
- (6) Of such options, 3,000 vested on each of May 21, 1999, July 14, 1999 and September 29, 1999.
- (7) Of such options, 12,000 vested on each of May 21, 1999, July 14, 1999 and December 17, 1999.
- (8) Of such options, 3,333 vested on October 1, 2000 and 6,667 will vest upon the earlier of (i) October 1, 2006 or (ii) as to 3,333 of such options, the date on which the closing price of the Company's Common Stock has been at least \$27.40 per share for 20 consecutive trading days and as to the remaining 3,334 of such options, the date on which the closing price of the Company's Common Stock has been at least \$31.90 for 20 consecutive trading days.
- (9) Options were granted as part of annual grant. Of such options, 12,500 vested on September 25, 2001 and 45,000 vested on September 25, 2003.
- (10) On November 30, 2005, the Company approved, under the terms of the Company's Long Term Incentive Plan, an accelerated vesting date for such options of November 30, 2005.

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.