

PRETORIUS HERMANUS LAMBERTUS

Form 4

December 14, 2009

**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  
Number: 3235-0287  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*

PRETORIUS HERMANUS

LAMBERTUS

(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  
SymbolGRAFTECH INTERNATIONAL  
LTD [GTI]3. Date of Earliest Transaction  
(Month/Day/Year)  
12/10/20094. If Amendment, Date Original  
Filed(Month/Day/Year)5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
VP, Pres. Engineered Solutions

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|----------------------------------------------------------------|
| Common<br>Stock                       | 12/10/2009                              |                                                             | A                                    | 5,400 A \$ 0                                                               | 5,400                                                                                                              | D <u>(1)</u>                                                            |                                                                |
| Common<br>Stock                       | 12/10/2009                              |                                                             | A                                    | 3,900 A \$ 0                                                               | 3,900                                                                                                              | D <u>(2)</u>                                                            |                                                                |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                            | 14,659                                                                                                             | D <u>(3)</u>                                                            |                                                                |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                            | 10,243                                                                                                             | D <u>(4)</u>                                                            |                                                                |
|                                       |                                         |                                                             |                                      |                                                                            | 15,000                                                                                                             | D <u>(5)</u>                                                            |                                                                |

|                 |        |   |                                                       |
|-----------------|--------|---|-------------------------------------------------------|
| Common<br>Stock |        |   |                                                       |
| Common<br>Stock | 24,541 | D |                                                       |
| Common<br>Stock | 3,274  | I | By Savings<br>Plan <sup>(6)</sup>                     |
| Common<br>Stock | 4,890  | I | By<br>Compensation<br>Deferral Plan<br><sup>(7)</sup> |

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<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 Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>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. De<br>Sec<br>(In |                                     |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|--------------------|---------------------|-------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V                                                                                                               | (A)                                                            | (D) | Date<br>Exercisable                                                 | Expiration<br>Date | Title               | Amount<br>or<br>Number<br>of Shares |
| Time<br>options<br>(right to<br>buy)                | \$ 14                                                              |                                         |                                                             |                                      |                                                                                                                 |                                                                |     | <u>(8)</u>                                                          | 02/28/2010         | Common<br>Stock     | 10,000                              |
| Time<br>options<br>(right to<br>buy)                | \$ 8.56                                                            |                                         |                                                             |                                      |                                                                                                                 |                                                                |     | <u>(8)</u>                                                          | 12/15/2010         | Common<br>Stock     | 2,500                               |
| Time<br>options<br>(right to<br>buy)                | \$ 8.85                                                            |                                         |                                                             |                                      |                                                                                                                 |                                                                |     | <u>(8)</u>                                                          | 09/25/2011         | Common<br>Stock     | 10,000                              |
| Stock<br>options<br>(right to                       | \$ 16.41                                                           | 12/10/2009                              |                                                             | A                                    | 7,700                                                                                                           |                                                                |     | <u>(9)</u>                                                          | 12/10/2019         | Common<br>Stock     | 7,700                               |

buy)

## Reporting Owners

| Reporting Owner Name / Address                                                                        | Relationships |           |                                |       |
|-------------------------------------------------------------------------------------------------------|---------------|-----------|--------------------------------|-------|
|                                                                                                       | Director      | 10% Owner | Officer                        | Other |
| PRETORIUS HERMANUS LAMBERTUS<br>C/O GRAFTECH INTERNATIONAL LTD.<br>12900 SNOW ROAD<br>PARMA, OH 44130 |               |           | VP, Pres. Engineered Solutions |       |

## Signatures

/s/John D. Moran, Attorney-in-Fact for Hermanus L.  
Pretorius

12/14/2009

\_\_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 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.
- (2) On December 10, 2009, the Company granted 3,900 restricted shares under the Company's Management Long Term Incentive Program. One-third of the restricted shares vest on December 10 of each of 2010, 2011 and 2012.
- (3) On October 23, 2006, the Company granted 20,000 restricted shares under the Company's Management Long Term Incentive Program, all of which will cliff vest in February 2010, subject to accelerated vesting if certain performance targets were met. One-third of such shares vested in each February 2008 and 2009. The holdings are net of shares previously withheld, or sold under a Rule 10b5-1 trading plan, to cover withholding taxes.
- (4) On October 4, 2007, the Company granted 12,000 restricted shares under the Company's Management Long Term Incentive Program. One-third of the restricted shares shall vest on each of February 26, 2010 and February 28, 2011, but only if certain performance targets are met. One-third of such shares vested February 27, 2009. The holdings are net of shares previously withheld, or sold under a Rule 10b5-1 trading plan, to cover withholding taxes.
- (5) On December 15, 2008, the Company granted 15,000 performance shares under the Company's Management Long Term Incentive Program, which represent the right to receive shares contingent upon the achievement of one or more performance measures. Shares that are earned upon the attainment of applicable performance targets shall vest on February 29, 2012. The ultimate number of shares is subject to adjustment based on actual performance.
- (6) Represents the number of shares attributable to the reporting person's participation in the Company Stock Fund option of the GrafTech International Savings Plan.
- (7) 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.
- (8) All such options have fully vested.
- (9) On December 10, 2009, the Company granted 7,700 stock options under the Company's Management Long Term Incentive Program. 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.

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.