

PRETORIUS HERMANUS LAMBERTUS
Form 4
January 20, 2010

FORM 4

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

OMB APPROVAL

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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 *
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 Symbol
GRAFTECH INTERNATIONAL LTD [GTI]

3. Date of Earliest Transaction (Month/Day/Year)
01/19/2010

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)
VP, Pres. Engineered Solutions

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 | | | | | |
| | | | | Code | V | Amount | | | | |
| Common Stock | 01/19/2010 | | M | | 10,000 | A | \$ 14 | 10,000 | D | |
| Common Stock | 01/19/2010 | | S | | 10,000 | D | \$ 14.5 | 0 | D | (1) |
| Common Stock | | | | | | | | 5,400 | D | (2) |
| Common Stock | | | | | | | | 3,900 | D | (3) |
| | | | | | | | | 14,659 | D | (4) |

| | | | | | |
|--------------|--|--------|---|------------|--|
| Common Stock | | | | | |
| Common Stock | | 10,243 | D | <u>(5)</u> | |
| Common Stock | | 15,000 | D | <u>(6)</u> | |
| Common Stock | | 24,541 | D | | |
| Common Stock | | 3,274 | I | | By Savings Plan <u>(7)</u> |
| Common Stock | | 4,890 | I | | By Compensation Deferral Plan <u>(8)</u> |

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

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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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Time options (right to buy) | \$ 14 | 01/19/2010 | | M | 10,000 | <u>(9)</u> 02/28/2010 | Common Stock | 10,000 |
| Time options (right to buy) | \$ 8.56 | | | | | <u>(9)</u> 12/15/2010 | Common Stock | 2,500 |
| Time options (right to buy) | \$ 8.85 | | | | | <u>(9)</u> 09/25/2011 | Common Stock | 10,000 |

| | | | | | |
|------------------------------|----------|-------------|------------|--------------|-------|
| Stock options (right to buy) | \$ 16.41 | <u>(10)</u> | 12/10/2019 | Common Stock | 7,700 |
|------------------------------|----------|-------------|------------|--------------|-------|

Reporting Owners

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

Signatures

/s/Mark R. Widmar, Attorney-in-Fact for Hermanus L. Pretorius

01/20/2010

**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 June 15, 2009, this Officer entered into a written Rule 10b5-1 sales plan covering only stock options which will otherwise expire during February 2010. These options were automatically exercised and the respective shares were sold automatically pursuant to the Rule 10b5-1 sales plan based on the stock price reaching a pre-set target price.

(2) 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.

(3) 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.

(4) 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.

(5) 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.

(6) 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.

(7) Represents the number of shares attributable to the reporting person's participation in the Company Stock Fund option of the GrafTech International Savings Plan.

(8) 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.

(9) All such options have fully vested.

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

- (10) 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.

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