

GRAFTECH INTERNATIONAL LTD

Form 4

September 02, 2005

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
BARNARD PETRUS J

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)
**GRAFTECH INTERNATIONAL
LTD., 1521 CONCORD PIKE,
SUITE 301**

3. Date of Earliest Transaction
(Month/Day/Year)
08/15/2005

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
President, Graphite Electrodes

(Street)
WILMINGTON, DE 19803

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(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)	
			Code	V	Amount	(A) or (D)	Price			
Common Stock	08/15/2005		J	V	106	A	\$ 5.5	1,146	I	By Savings Plan. <u>(1)</u>
Common Stock	08/31/2005		J	V	103	A	\$ 5.69	1,249	I	By Savings Plan. <u>(2)</u>
Common Stock	08/31/2005		A		50,000	A	\$ 0	50,000	D <u>(3)</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. P Der Sec (Ins	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Time options (right to buy)	\$ 5.46							04/01/2007	04/01/2015	Common Stock	100,000
Time options (right to buy)	\$ 35							<u>(4)</u>	02/28/2006	Common Stock	5,000
Time options (right to buy)	\$ 17.06							<u>(5)</u>	09/29/2008	Common Stock	66,000
Time options (right to buy)	\$ 8.56							12/15/2002	12/10/2010	Common Stock	60,000
Time options (right to buy)	\$ 6.56							<u>(6)</u>	12/31/2008	Common Stock	100,000
Time options (right to buy)	\$ 8.85							09/25/2003	09/25/2011	Common Stock	45,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BARNARD PETRUS J GRAFTECH INTERNATIONAL LTD. 1521 CONCORD PIKE, SUITE 301 WILMINGTON, DE 19803			President, Graphite Electrodes	

Signatures

/s/Karen G. Narwold, Attorney-in-Fact for Petrus J.
Barnard

09/02/2005

__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).

Represents the number of units attributable to the reporting person's participating through Company matching contributions in the

- (1) Company Stock Fund option of the UCAR Carbon Savings Plan. The 106 units reported in this transaction correspond to 102 shares of Common Stock at price of \$5.74.

Represents the number of units attributable to the reporting person's participating through Company matching contributions in the

- (2) Company Stock Fund option of the UCAR Carbon Savings Plan. The 103 units reported in this transaction correspond to 98 shares of Common Stock at price of \$5.94.

- (3) On August 31, 2005, the Company granted 50,000 restricted shares, valued at the then current market price of \$5.94 per share, under the Company's Long Term Incentive Plan, of which one-third will vest on August 31 of each of 2006, 2007, and 2008.

- (4) 2,500 of such options became exercisable on each of May 2, 1996 and August 28, 1997.

- (5) Of such options, 22,000 vested on each of: May 21, 1999, July 14, 1999 and September 29, 1999.

- (6) One-third of these options become exercisable on March 1, 2006. The remainder becomes exercisable on July 31, 2008.

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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