

Edgar Filing: GRAFTECH INTERNATIONAL LTD - Form SC 13G/A

GRAFTECH INTERNATIONAL LTD  
Form SC 13G/A  
November 13, 2006

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934  
(Amendment No.2)\*

Graftech International Ltd.

-----  
(Name of Issuer)

COMMON STOCK

-----  
(Title of Class Securities)

384313102

-----  
(CUSIP Number)

September 29, 2006

-----  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosure provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

.....  
CUSIP No. 384313102  
.....

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Name of Reporting Persons.

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1 I.R.S. Identification Nos. of above persons (entities only).

J. Carlo Cannell

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2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

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-----  
3 SEC Use Only

-----  
-----  
4 Citizenship or Place of Organization

USA

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-----  
5 Sole Voting Power 5,002,000

number of  
shares  
beneficially  
owned by  
each  
reporting  
person with

-----  
-----  
6 Shared Voting Power

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-----  
7 Sole Dispositive Power

5,002,000

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-----  
8 Shared Dispositive Power

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9 Aggregate Amount Beneficially Owned by Each Reporting Person

5,002,000

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10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

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11 Percent of Class Represented by Amount in Row (9)  
4.95%

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12 Type of Reporting Person (See Instructions)  
IN

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Item 1.

(a) Name of Issuer

Graftech International Ltd.

(b) Address of Issuer's Principal Executive Offices

12900 Snow Road  
Parma, OH 44130

Item 2.

(a) Name of Person Filing

The person filing this report is J. Carlo Cannell ("Cannell") who is the controlling member of Cannell Capital, LLC ("Adviser"). The Adviser acts as the investment sub adviser to The Cuttyhunk Fund Limited ("Cuttyhunk"), investment adviser to Anegada Master Fund Limited ("Anegada"), and TE Cannell Portfolio, Ltd. ("TEC") and is the general partner of and investment adviser to Tonga Partners, L.P. ("Tonga"), Tristan Partners, L.P. ("Tristan"), and Kauai Partners, L.P. ("Kauai" and, collectively, with Cuttyhunk, Anegada, TEC, Tonga and Tristan the "Funds").

The principal business of each Fund is to invest in securities.

Information with respect to each Reporting Person is given solely by the respective Reporting Person, and no Reporting Person undertakes hereby any responsibility for the accuracy or completeness or such information concerning any other Reporting Person.

(b) Address of Principal Business office or, if None, Residence

The principal office and business address of Mr. Cannell is P.O.Box 3459, 240 E. Deloney Ave., Jackson, WY 83001.

(c) Citizenship

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USA

(d) Title of Class Securities

Common Stock

(e) CUSIP Number

384313102

Item 3. If this statement is filed pursuant to ss 240.13d-1(b), or ss 240.13d-2(b) or (c), check whether the person filing is a:

N/A

Item 4. Ownership

Common Stock:

As of September 29, 2006, the Reporting Persons directly or indirectly beneficially owned 5,002,000 shares, or 4.95%, of Common Stock of Graftech International Ltd. (the approximate percentage of the shares of Common Stock owned is based on 101,026,885 shares of common stock outstanding by Graftech International Ltd., on July 31, 2006). (1) Cuttyhunk owns 900,000 shares (0.89%) (2) Anegada owns 1,198,800 shares (1.19%) (3) TE Cannell owns 1,080,649 shares (1.07%) (4) Tonga owns 1,822,551 shares (1.80%) (5) Tristan owns 0 shares (0%) (6) Kauai owns 0 shares (0%).

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class securities, check the following |x|

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not Applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

Not Applicable

Item 8. Identification of Members of the Group.

Not Applicable

Item 9. Notice of Dissolution of Group.

Not Applicable.

Item 10. Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURE

Date: November 13, 2006

J. CARLO CANNELL

/s/ J. Carlo Cannell

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J. Carlo Cannell