

GRAFTECH INTERNATIONAL LTD
Form 4
December 06, 2006

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
Freitas Luiz Augusto Barros De

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)
10/31/2006

____ Director
____ Officer (give title below) Other (specify below)
Advanced Graphite Materials

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | | | | | 22,771 | D ⁽¹⁾ | |
| Common Stock | | | | | 1,263 | I | By Savings Plan ⁽²⁾ |
| Common Stock | | | | | 9,000 | D ⁽³⁾ | |
| Common Stock | 10/31/2006 | | J | V 48 A \$ 5.77 | 1,311 | I | By Savings |

| | | | | | | | | | |
|--------------|------------|---|---|-------|---|---------|--------|------------------|---|
| Common Stock | 11/15/2006 | J | V | 42 | A | \$ 6.56 | 1,353 | I | Plan ⁽⁴⁾ By Savings Plan ⁽⁵⁾ |
| Common Stock | 11/30/2006 | J | V | 43 | A | \$ 6.44 | 1,396 | I | By Savings Plan ⁽⁶⁾ |
| Common Stock | 12/04/2006 | S | | 3,352 | D | \$ 6.81 | 10,000 | D ⁽⁷⁾ | |

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.

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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. Price of Derivative Security (Instr. 3) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Time options (right to buy) | \$ 17.06 | | | | | ⁽⁸⁾ | 09/29/2008 | Common Stock | 6,000 |
| Time options (right to buy) | \$ 6.56 | | | | | ⁽⁹⁾ | 12/31/2008 | Common Stock | 35,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Freitas Luiz Augusto Barros De
C/O GRAFTECH INTERNATIONAL LTD.
12900 SNOW ROAD
PARMA, OH 44130

Advanced Graphite
Materials

Signatures

/s/Gary R. Whitaker, Attorney-in-fact for Luiz A.
Freitas

12/04/2006

__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) On May 25, 2005, the Company granted 22,771 restricted shares, valued at the then current market price of \$3.80 per share, subject to a two-year cliff vesting period.
- Represents the number of units attributable to the reporting person's participation through Company matching contributions in the
- (2) Company Stock Fund option of the UCAR Carbon Savings Plan. The 48 units reported in this transaction correspond to 46 shares of common stock at a price of \$6.05 per share.
- On October 23, 2006, the Company granted 9,000 restricted shares under the Company's Management Long Term Incentive Program, all
- (3) of which will cliff vest in February 2010, subject to accelerated vesting in equal thirds in February of each of 2008, 2009 and 2010, if certain performance targets are met.
- Represents the number of units attributable to the reporting person's participation through Company matching contributions in the
- (4) Company Stock Fund option of the UCAR Carbon Savings Plan. The 48 units reported in this transaction correspond to 46 shares of common stock at a price of \$6.05 per share.
- Represents the number of units attributable to the reporting person's participation through Company matching contributions in the
- (5) Company Stock Fund option of the UCAR Carbon Savings Plan. The 42 units reported in this transaction correspond to 40 shares of common stock at a price of \$6.88 per share.
- Represents the number of units attributable to the reporting person's participation through Company matching contributions in the
- (6) Company Stock Fund option of the UCAR Carbon Savings Plan. The 43 units reported in this transaction correspond to 41 shares of common stock at a price of \$6.75 per share.
- On August 31, 2005, the Company granted 15,000 restricted shares, valued at the then current market price of \$5.94 per share, under the
- (7) Company's Long Term Incentive Plan, of which one-third vested on August 31 2006. The remaining two-thirds will vest on each of August 31, 2007 and 2008. The shares were reported as acquired on the grant date. The reporting person sold 3,352 of these shares on December 4, 2006.
- (8) Of such options, 2,000 vested on each of May 21, 1999, July 14, 1999, and September 29, 1999.
- (9) 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.