

GRAFTECH INTERNATIONAL LTD

Form 4

September 05, 2007

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *

PRETORIUS HERMANUS
LAMBERTUS

(Last) (First) (Middle)

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)

09/04/2007

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 ____X____ Other (specify
below) below)

Advanced Graphite & Carbon

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 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	09/04/2007		S		2,164	D \$ 17.01	17,836	D <u>(1)</u>
Common Stock							20,000	D <u>(2)</u>

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

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information contained in this form are not
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SEC 1474
(9-02)

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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. Price or Value of Underlying Securities (Instr. 3 and 4)
				Code	V	(A)	(D)	
Time options (right to buy)	\$ 17.06					(3)	09/29/2008	Common Stock 57,000
Time options (right to buy)	\$ 14					02/28/2005	02/28/2010	Common Stock 10,000
Time options (right to buy)	\$ 8.56					12/15/2002	12/15/2010	Common Stock 2,500
Time options (right to buy)	\$ 8.85					(4)	09/25/2011	Common Stock 10,000
Time options (right to buy)	\$ 6.56					(5)	12/31/2008	Common Stock 50,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
PRETORIUS HERMANUS LAMBERTUS 12900 SNOW ROAD PARMA, OH 44130	Advanced Graphite & Carbon

Signatures

/s/Gary R. Whitaker, Attorney-in-Fact for Hermanus L.
Pretorius

09/05/2007

__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).

On August 31, 2005, the Company granted 20,000 restricted shares, valued at the then current market price of \$5.94 per share, under the Company's Long Term Incentive Plan, one-third of which vested on August 31, 2006, one-third of which vested on August 31, 2007, and

- (1) one-third of which will vest of August 31, 2008. 2,164 of the 6,667 shares that vested on August 31, 2007 were sold by the issuer on behalf of the reporting person to pay withholding taxes due upon vesting. Such shares were sold pursuant to a trading plan established under Rule 10b5-1 under the Securities Exchange Act of 1934.

On October 23, 2006, the Company granted 20,000 restricted shares under the Company's Management Long Term Incentive Program,

- (2) all 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.
- (3) Of such options, 19,000 vested on each of May 21, 1999, July 14, 1999 and September 29, 1999.
- (4) Such options have vested and were granted as part of an annual grant with vesting dates of September 25, 2001 and September 25, 2003.
- (5) All such options have fully vested.

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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