

GRAFTECH INTERNATIONAL LTD

Form 4

April 04, 2005

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
WETULA JOHN J

(Last) (First) (Middle)

C/O GRAFTECH INTERNATIONAL LTD., 1521 CONCORD PIKE, SUITE 301

(Street)

WILMINGTON,, DE 19803

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
GRAFTECH INTERNATIONAL LTD [GTI]

3. Date of Earliest Transaction (Month/Day/Year)  
03/15/2005

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)  
President, Adv. Energy Tech.

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock					0 <sup>(1)</sup>	D	
Common Stock	03/15/2005		J	V	46	A	\$ 6.33
					2,435	I	By Savings Plan. <sup>(2)</sup>
Common Stock	03/31/2005		J	V	53	A	\$ 5.46
					2,489	I	By Savings Plan. <sup>(3)</sup>

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance option (right to buy)	\$ 7.6					(4)	01/25/2007	Common Stock	2,155
Time options (right to buy)	\$ 7.6					08/15/1995	01/25/2007	Common Stock	8,145
Time options (right to buy)	\$ 35					(5)	02/09/2006	Common Stock	8,000
Time options (right to buy)	\$ 39.31					(6)	02/10/2007	Common Stock	2,000
Time options (right to buy)	\$ 37.59					02/10/1997	02/10/2007	Common Stock	15,000
Time options (right to buy)	\$ 17.06					(7)	09/28/2008	Common Stock	10,000
Time options (right to buy)	\$ 25.13					06/30/2001	06/30/2009	Common Stock	35,000
Time options (right to buy)	\$ 14					02/28/2005	02/28/2010	Common Stock	20,000
Time options (right to buy)	\$ 8.56					12/15/2002	12/15/2010	Common Stock	35,000
Time options (right to buy)	\$ 8.85					(8)	09/25/2011	Common Stock	32,000
Stock options (right to buy)	\$ 6.56					(9)	12/31/2008	Common Stock	105,000

# Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WETULA JOHN J C/O GRAFTECH INTERNATIONAL LTD. 1521 CONCORD PIKE, SUITE 301 WILMINGTON,, DE 19803			President, Adv. Energy Tech.	

# Signatures

Karen G. Narwold, Attorney-in-fact for John J. Wetula  
 Wetula  
 \*\*Signature of Reporting Person  
 04/04/2005  
 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 January 16, 2003, the reporting person filed a Form 3 that mistakenly reported that he was the direct beneficial owner of 3,170 shares of Common Stock. In September 2002, the 3,170 shares of Common Stock were sold at a time when such person was not a reporting person. Therefore, contrary to what has since been reported on the reporting person's Form 4s, as of January 9, 2003, the reporting person was not a direct beneficial owner of any shares of Common Stock.
  - (2) Represents the number of units attributable to the reporting person's participation through Company matching contributions in the Company Stock Fund option of the UCAR Carbon Savings Plan. The 46 units reported in this transaction correspond to 44 shares of Common Stock at a price of \$6.60.
  - (3) Represents the number of units attributable to the reporting person's participation through Company matching contributions in the Company Stock Fund option of the UCAR Carbon Savings Plan. The 53 units reported in this transaction correspond to 51 shares of Common Stock at a price of \$5.69.
  - (4) Of such options, 992 vested on August 15, 1995 and 1,163 vested on December 8, 1997.
  - (5) 2,000 of such options became exercisable on each of May 2, 1996 and August 28, 1997 and 4,000 of such options became exercisable on February 8, 2004.
  - (6) 500 of such options became exercisable on each of May 2, 1996 and August 28, 1997. The remaining 1,000 options will vest upon the earlier of (i) when the closing price of the Company's Common Stock has been at least \$50 per share for 20 consecutive trading days or (ii) February 10, 2005.
  - (7) Of such options, 3,333 vested on each of May 21, 1999 and July 14, 1999 and the remaining 3,334 on September 29, 1999.
  - (8) Of such options, 4,000 vested on September 25, 2001 and 28,000 vested on September 25, 2003.
  - (9) Such options will vest on 7/31/08 or earlier on 3/31/06 if certain cash flow performance targets are achieved in each of 2003, 2004 and 2005 under the Company's Long Term Incentive Plan. For each year that such targets are achieved, 1/3 of the options granted will vest on 3/31/06. If not previously exercised, these options will expire on December 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. 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.