

GRAFTECH INTERNATIONAL LTD
 Form 4
 January 17, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
 CARTLEDGE R EUGENE

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)
 01/15/2008

Director 10% Owner
 Officer (give title below) Other (specify below)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| | | | | Code V | Amount | | |
| Common Stock | 01/15/2008 | | A | 1,167 | A | \$ 0 (1) | 79,044 D |
| Common Stock | 01/15/2008 | | A | 5,334 | A | \$ 0 (2) | 84,378 D |

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.

SEC 1474 (9-02)

Edgar Filing: GRAFTECH INTERNATIONAL LTD - Form 4

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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Time options (right to buy) | \$ 17.81 | | | | | 01/01/2001 01/01/2010 | Common Stock | 3,200 |
| Time options (right to buy) | \$ 8.57 | | | | | 12/15/2001 12/15/2010 ⁽³⁾ | Common Stock | 7,700 |
| Time options (right to buy) | \$ 8.57 | | | | | ⁽⁴⁾ 12/15/2010 ⁽³⁾ | Common Stock | 5,840 |
| Time options (right to buy) | \$ 8.57 | | | | | 12/15/2000 12/15/2010 ⁽³⁾ | Common Stock | 1,870 |
| Time options (right to buy) | \$ 8.85 | | | | | 09/25/2001 09/25/2011 ⁽³⁾ | Common Stock | 2,040 |
| Time options (right to buy) | \$ 10.7 | | | | | 01/01/2003 01/01/2012 ⁽³⁾ | Common Stock | 6,200 |
| Time options (right to buy) | \$ 10.77 | | | | | 03/01/2002 03/01/2012 ⁽³⁾ | Common Stock | 1,680 |
| Time options (right to buy) | \$ 5.15 | | | | | 01/14/2004 01/14/2013 ⁽³⁾ | Common Stock | 12,800 |

buy)

Time

options (right to buy) \$ 13.37

01/15/2005 01/15/2014⁽³⁾ Common Stock 3,500

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| CARTLEDGE R EUGENE GRAFTECH INTERNATIONAL LTD. 12900 SNOW ROAD PARMA, OH 44130 | X | | | |

Signatures

/s/Gary R. Whitaker, Attorney-in-Fact for R. Eugene Cartledge

01/17/2008

__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) The reporting person has elected, pursuant to the Company's equity compensation plans, to receive deferred shares of common stock in lieu of cash for payment of director fees.
On January 15, 2008, the Company granted 5,334 restricted shares, as an annual grant to nonemployee directors, valued at the then current market price of \$15.00 per share. Such shares vest on January 15, 2009 unless, with certain exceptions, the reporting person ceases to be a director prior to the vesting date. The reporting person has elected to have such shares deferred.
- (3) Options expire on the earlier of such date or the fourth anniversary of termination of directorship.
- (4) Such options vested ratably over 2001.

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.