

Edgar Filing: CRANSTON MARY B - Form 4

CRANSTON MARY B

Form 4

February 11, 2002

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

() Check this box if no longer subject to Section 16.
 Form 4 or Form 5 obligations may continue. See Instructions 1(b).

1. Name and Address of Reporting Person
 Cranston, Mary B.
 50 Fremont Street
 San Francisco, CA 94105
2. Issuer Name and Ticker or Trading Symbol
 UCAR International Inc.
 UCR
3. IRS or Social Security Number of Reporting Person (Voluntary)
4. Statement for Month/Year
 1/31/02
5. If Amendment, Date of Original (Month/Year)
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
 (X) Director () 10% Owner () Officer (give title below) () Other
 (specify below)
7. 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	2. Transaction Date	3. Transaction Code	4. Securities Acquired (A) or Disposed of (D) Amount	5. Amount of Securities Beneficially Owned at End of Month
Common Stock				2,000

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date	4. Transaction Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D) Amount	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8. Put or Call
Time Options (right to buy)	\$19.06				01/18/01 - 01/10/10	Common Stock, par value \$0.01 per share	

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Time Options (right to buy)	\$19.06					01/18/01	01/25/07	Common Stock	5,000	
								, par value		
								\$.01 per share		
Stock Options (right to buy)	\$8.57					12/15/01	12/15/10(3)	Common Stock	7,700	
								, par value		
								\$.01 per share		
Stock Options (right to buy)	\$8.57					(4)	12/15/10(3)	Common Stock	5,840	
								, par value		
								\$.01 per share		
Stock Options (right to buy)	\$8.57					12/15/00	12/15/10(3)	Common Stock	2,100	
								, par value		
								\$.01 per share		
Stock Options (right to buy) (5)	\$8.85					9/25/01	9/25/11(3)	Common Stock	2,040	
								, par value		
								\$.01 per share		
Stock Options (right to buy)	\$10.70	01/01/02	A		6,200	A	01/01/03(2)	01/01/12(3)	Common Stock	6,200
								, par value		
								\$.01 per share		

Explanation of Responses:

(1) Owned by the Mary & Harold Cranston Family Trust, of which the reporting person is a Trustee.

(2) Such options shall vest as long as the reporting person is still a director on such date.

(3) Options expire on such date unless reporting person ceases to be a director, in which event options expire four years from date reporting person's directorship ends.

(4) Such options vested ratably over 2001.

(5) Options were granted in lieu of cash fees in accordance with prior practice.

SIGNATURE OF REPORTING PERSON

/s/ Karen G. Narwold, Attorney-in-Fact for Mary B. Cranston

DATE

February 8, 2002