

GRAFTECH INTERNATIONAL LTD

Form 4

June 02, 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 *
WETULA JOHN J

(Last) (First) (Middle)

C/O GRAFTECH INTERNATIONAL LTD., 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)
05/15/2006

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 | | | | 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) | | | | |
| Common Stock | 05/15/2006 | | J | V | 54 | A | \$ 6.15 | 4,163 | I | By Savings Plan. ⁽¹⁾ |
| Common Stock | 05/31/2006 | | J | V | 57 | A | \$ 5.9 | 4,220 | I | By Savings Plan. ⁽²⁾ |
| Common Stock | | | | | | | | 51,539 | D ⁽³⁾ | |
| Common Stock | | | | | | | | 24,000 | D ⁽⁴⁾ | |

Stock

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 | | | | | (5) | 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) | \$ 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. 12900 SNOW ROAD PARMA, OH 44130 | | | President, Adv. Energy Tech. | |

Signatures

| | |
|----------------------------------------------------------|------------|
| /s/Gary R. Whitaker, Attorney-in-fact for John J. Wetula | 06/02/2006 |
| **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) 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 54 units reported in this transaction correspond to 52 shares of Common Stock at a price of \$6.43 per share.
 - (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 57 units reported in this transaction correspond to 54 shares of Common Stock at a price of \$6.17 per share.
 - (3) Such shares, granted on May 25, 2005, are subject to a two-year cliff vesting period.
 - (4) Of such shares, granted on August 31, 2005, under the Company's Long Term Incentive Plan, one-third will vest on August 31 of each of 2006, 2007, and 2008.
 - (5) Of such options, 992 vested on August 15, 1995 and 1,163 vested on December 8, 1997.
 - (6) 500 of such options became exercisable on each of May 2, 1996 and August 28, 1997. The remaining 1,000 options vested on 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) 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.