

BARNARD PETRUS J

Form 4

April 24, 2008

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
BARNARD PETRUS J

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)
C/O GRAFTECH
INTERNATIONAL LTD., 12900
SNOW ROAD

3. Date of Earliest Transaction
(Month/Day/Year)
04/23/2008

____ Director ____ 10% Owner
____X____ Officer (give title ____X____ Other (specify
below) below)
Vice President, President / Industrial
Materials

(Street)
PARMA, OH 44130

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(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 Indirect Beneficial Ownership (Instr. 4)
Common Stock				(A) or (D)	38,437	D ⁽¹⁾	
Common Stock					50,000	D ⁽²⁾	
Common Stock					4,879	I	By Savings Plan ⁽³⁾
Common Stock					1,063	I	By Compensation Deferral Plan

(4)

Common Stock						24,000	D ⁽⁵⁾
Common Stock	04/23/2008		M	1,400	A	\$ 17.06 1,400	D
Common Stock	04/23/2008		S	1,400	D	\$ 20.1 0	D ⁽⁶⁾
Common Stock	04/23/2008		M	10,000	A	\$ 6.56 10,000	D
Common Stock	04/23/2008		S	10,000	D	\$ 20 0	D ⁽⁶⁾

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
Time options (right to buy)	\$ 5.46					⁽⁷⁾ 04/01/2015	Common Stock 100,000
Time options (right to buy)	\$ 17.06	04/23/2008		M	1,400	⁽⁷⁾ 09/29/2008	Common Stock 1,400
Time options (right to buy)	\$ 8.56					⁽⁷⁾ 12/10/2010	Common Stock 60,000
Time options (right to buy)	\$ 6.56	04/23/2008		M	10,000	⁽⁷⁾ 12/31/2008	Common Stock 10,000

buy)

Time

options

(right to

buy)

\$ 8.85

(7)

09/25/2011

Common
Stock

45,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BARNARD PETRUS J C/O GRAFTECH INTERNATIONAL LTD. 12900 SNOW ROAD PARMA, OH 44130			Vice President, President	Industrial Materials

Signatures

/s/Gary R. Whitaker, Attorney-in-Fact for Petrus J.
Barnard

04/24/2008

**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).

Such shares are the remaining portion of 50,000 shares granted on August 31, 2005 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 one-third of which will vest on August 31, 2008. The holdings are net of shares previously sold to cover withholding taxes.

On October 23, 2006, the Company granted 50,000 restricted shares under the Company's Management Long Term Incentive Program, 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.

Represents the number of units attributable to the reporting person's participation in the Company Stock Fund option of the GrafTech International Savings Plan.

Represents obligations whose value is based on the Common Stock through a contribution, exempt pursuant to Rule 16b-3(c), under the Company's Compensation Deferral Program. The reporting person disclaims beneficial ownership of these securities.

On October 4, 2007, the Company granted 24,000 restricted shares under the Company's Management Long Term Incentive Program. One-third of the Restricted Shares shall vest on each of February 27, 2009, February 26, 2010 and February 28, 2011, but only if certain performance targets are met.

These shares were sold pursuant to a trading plan established under Rule 10b5-1 under the Securities Exchange Act of 1934.

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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