### SHULAR CRAIG S

Form 4 May 03, 2005

# FORM 4

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

OMB 3235-0287

Estimated average

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Number: January 31, 2005

0.5

**OMB APPROVAL** 

Form 4 or Form 5 obligations may continue.

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

burden hours per response...

See Instruction 1(b).

(Print or Type Responses)

(Time of Type I	сороносо									
1. Name and Address of Reporting Person * SHULAR CRAIG S			2. Issuer Name <b>and</b> 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)	_X_ Director 10% Owner Other (specify below) below)						
C/O GRAFTECH			04/15/2005	CEO and President						
INTERNAT	INTERNATIONAL LTD., 1521									

INTERNATIONAL LTD., 1521 CONCORD PIKE, SUITE 301

(Street) 4. If Amendment, Date Original

(Zin)

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person \_\_\_ Form filed by More than One Reporting Person

WILMINGTON,, DE 19803

(State)

(City)

(City)	(State)	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)	Transaction Code		4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)		
Common Stock								19,310	D		
Common Stock	04/15/2005		J	V	183	A	\$ 4.55	25,962	I	By Savings Plan. (1)	
Common Stock	04/29/2005		J	V	227	A	\$ 3.66	26,189	I	By Savings Plan. (2)	
Common Stock								36,505	I	By Compensation Deferral Plan.	

(3)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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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. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		e	7. Title and A Underlying S (Instr. 3 and 4	Securities	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Time options (right to buy)	\$ 17.3125					<u>(4)</u>	09/29/2008	Common Stock	150,000	
Time options (right to buy)	\$ 14					02/28/2005	02/28/2010	Common Stock	30,000	
Time options (right to buy)	\$ 8.56					12/15/2002	12/15/2010	Common Stock	100,000	
Time options (right to buy)	\$ 8.85					(5)	09/25/2011	Common Stock	87,000	
Stock options (right to buy)	\$ 6.56					<u>(6)</u>	12/31/2008	Common Stock	600,000	

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Reporting Owners

### Edgar Filing: SHULAR CRAIG S - Form 4

X

Director 10% Owner Officer Other

SHULAR CRAIG S C/O GRAFTECH INTERNATIONAL LTD. 1521 CONCORD PIKE, SUITE 301 WILMINGTON,, DE 19803

CEO and President

### **Signatures**

Karen G. Narwold, Attorney-in-fact for Craig S. Shular

05/03/2005

\*\*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).
- Represents the number of units attributable to the reporting person's participation through Company matching contributions in the

  (1) Company Stock Fund option of the UCAR Carbon Savings Plan. The 183 units reported in this transaction correspond to 175 shares of Common Stock at a price of \$4.74 per share.
- Represents the number of units attributable to the reporting person's participation through Company matching contributions in the
- (2) Company Stock Fund option of the UCAR Carbon Savings Plan. The 227 units reported in this transaction correspond to 218 shares of Common Stock at a price of \$3.81 per share.
- (3) Represents obligations whose value is based on the Common Stock through a contribution, exempt pursuant to Rule 16b-3(f), under the Company's Compensation Deferral Program. The reporting person disclaims beneficial ownership of these securities.
- (4) Of such options, 50,000 vested on each of May 21, 1999, July 14, 1999 and September 29, 1999.
- Options were granted as part of an annual grant. Of such options, 15,000 vested on September 25, 2001 and 72,000 vested on September 25, 2003.
- Such options will vest on July 31, 2008 or earlier on March 31, 2006 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, one-third of the options granted will vest on March 31, 2006. 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.

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