

MORAN JOHN D
Form 4
February 23, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
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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 *
MORAN JOHN D

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)
02/18/2011

____ Director
 Officer (give title below) _____ Other (specify below)
VP, General Counsel, Secretary

(Street)
PARMA, OH 44130

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

(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)
			Code	V	Amount	(D)	Price
Common Stock	02/18/2011		A		5,141	A	\$ 0
Common Stock					3,400	D	(1)
Common Stock					4,500	D	(2)
Common Stock					3,478	D	(3)
Common Stock					2,312	D	(4)

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Common Stock				
Common Stock	5,400	D	<u>(6)</u>	
Common Stock	7,600	D	<u>(7)</u>	
Common Stock	14,736	D		
Common Stock	10,620	I		By Savings Plan <u>(8)</u>
Common Stock	18,595	I		By Compensation Deferral Plan <u>(9)</u>

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

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SEC 1474
(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)	8. Price of Derivative Security (Instr. 3)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		
Stock Options (right to buy)	\$ 16.41					<u>(10)</u>	12/11/2019	Common Stock	7,700
Stock Options (right to buy)	\$ 19.89					<u>(11)</u>	12/09/2020	Common Stock	6,800

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MORAN JOHN D C/O GRAFTECH INTERNATIONAL LTD. 12900 SNOW ROAD PARMA, OH 44130			VP, General Counsel, Secretary	

Signatures

/s/John D.
Moran

02/23/2011

**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) On February 18, 2011, the Company granted 21,106 restricted shares under the Company's 2005 Equity Incentive Plan. One-third of the restricted shares vest on February 18 of each of 2012, 2013 and 2014.
- (2) On December 9, 2010, the Company granted 3,400 restricted shares under the Company's Management Long Term Incentive Program. One-third of the restricted shares vest on December 9 of each of 2011, 2012 and 2013.
- (3) On December 9, 2010, the Company granted 4,500 performance shares under the Company's Management Long Term Incentive Program, which represent the right to receive shares contingent upon the achievement of performance measures over a 3-year performance period. Shares that are earned upon the attainment of the applicable performance targets vest on March 29, 2014. The ultimate number of shares earned is subject to adjustment based on actual performance.
- (4) On December 10, 2009, the Company granted 3,900 restricted shares under the Company's 2005 Equity Incentive Plan. One-third of the restricted shares vested on December 10, 2010, and one-third will vest on December 10 of each of 2011 and 2012. The holdings are net of shares previously withheld, or sold under a Rule 10b5-1 trading plan, to cover withholding taxes.
- (5) Represents performance shares, 1,433 of which will vest on February 28, 2011, but only if certain performance targets are met. The holdings are net of shares previously withheld, or sold under a Rule 10b5-1 trading plan, to cover withholding taxes.
- (6) On December 10, 2009, the Company granted 5,400 performance shares under the Company's Management Long Term Incentive Program, which represent the right to receive shares contingent upon the achievement of performance measures over a 3-year performance period. Shares that are earned upon the attainment of the applicable performance targets vest on March 29, 2013. The ultimate number of shares earned is subject to adjustment based on actual performance.
- (7) Represents performance shares at target that will vest February 29, 2012 upon the achievement of one or more performance measures. The ultimate number of shares is subject to adjustment based on actual performance.
- (8) Represents the number of units attributable to the reporting person's participation in the Company Stock Fund option of the GrafTech International Holdings Inc. Savings Plan.
- (9) Represents obligations whose value is based on 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.
- (10) On December 10, 2009, the Company granted 7,700 stock options under the Company's Management Long Term Incentive Program. The options vest in equal thirds on December 10 of each of 2010, 2011 and 2012. The vested portions of such options will become exercisable upon vesting.
- (11) On December 9, 2010, the Company granted 6,800 stock options under the Company's Management Long Term Incentive Program. The options vest in equal thirds on December 9 of each of 2011, 2012 and 2013. The vested portions of such options will become exercisable upon vesting.

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

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/s/ Edmund F. Kelly

Director
Edmund F. Kelly

/s/ Judith A. Miscik

Director
Judith A. Miscik

/s/ Windle B. Priem

Director
Windle B. Priem

/s/ Paul Sagan

Director
Paul Sagan

/s/ David N. Strohm

Director
David N. Strohm

[Signature page to Registration Statement on Form S-8]

EXHIBIT INDEX

- 5.1 Opinion of Paul T. Dacier, Executive Vice President and General Counsel to the Registrant, as to the legality of the securities being registered.
- 23.1 Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm.
- 23.2 Consent of Paul T. Dacier, Executive Vice President and General Counsel to the Registrant (contained in the opinion filed as Exhibit 5.1 to this Registration Statement).
- 24.1 Power of Attorney (included on the signature pages to this Registration Statement).