

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-17** | Period of Report: **2013-01-15**  
SEC Accession No. **0000931148-13-000016**

([HTML Version](#) on [secdatabase.com](#))

### REPORTING OWNER

#### **Milikowsky Nathan**

CIK: **1506746**

Type: **4** | Act: **34** | File No.: **001-13888** | Film No.: **13535469**

Mailing Address  
C/O JORDANMILL  
VENTURES, LLC  
822 BOYLSTON STREET,  
SUITE 106  
CHESTNUT HILL MA 02467

### ISSUER

#### **GRAFTECH INTERNATIONAL LTD**

CIK: **931148** | IRS No.: **061385548** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
SIC: **3620** Electrical industrial apparatus

Mailing Address  
12900 SNOW ROAD  
PARMA OH 44130

Business Address  
12900 SNOW ROAD  
PARMA OH 44130  
2166762000

# FORM 4

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

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### OMB APPROVAL

OMB Number: 3235-0287  
Expires: 02/28/2011  
Estimated average burden hours per response 0.5

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person <b>Milikowsky Nathan</b>			2. Issuer Name and Ticker or Trading Symbol <b>GRAFTECH INTERNATIONAL LTD</b> [GTI]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/15/2013			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
C/O GRAFTECH INTERNATIONAL LTD., 12900 SNOW ROAD			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street) PARMA, OH 44130								
(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	(A) or (D)	Price			
Common Stock	01/15/2013		A		8,466	A	\$ 0	26,115	D <sup>(1)</sup>	
Common Stock	01/15/2013		A		3,704	A	\$ 0	28,496	D <sup>(2)</sup>	
Common Stock								6,269,204	I	By NM GTI Investments LLC
Common Stock								760,760	I	By RGM GTI Investments LLC <sup>(3)</sup>
Common Stock								71,629	I	By Seadrift Coke LLC
Common Stock								77,268	I	By NMDM Investments LLC

**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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported	10. Ownership Form of Derivative Security: Direct (D) or Indirect	11. Nature of Indirect Beneficial Ownership (Instr. 4)
--	--	--------------------------------------	--	--------------------------------	---	--	---	--	--	---	--

				of (D) (Instr. 3, 4, and 5)				Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Transaction(s) (Instr. 4)	(I) (Instr. 4)
				Code	V	(A)	(D)						
Stock Options (right to buy)	\$19.89						(4)	12/09/2020 (5)	Common Stock	5,000	5,000	D	

**Explanation of Responses:**

1. On January 15, 2013, the Company granted 8,466 restricted shares as an annual grant to non-employee directors, valued at the then current market price of \$9.45 per share. Such shares vest on January 15, 2014 unless, with certain exceptions, the reporting person ceases to be a director prior to the vesting date.
2. The reporting person has elected, pursuant to the Company's equity compensation plans, to receive deferred shares of common stock in lieu of cash for payment of director fees.
3. The reporting person disclaims beneficial ownership of such shares, in which his spouse has sole pecuniary interest.
4. All such options have fully vested and become exercisable.
5. Options expire on such date unless reporting person ceases to be a director, in which event options expire four years from the date reporting person's directorship ends.

**Signatures**

/s/Lindon G. Robertson, Attorney-in-Fact for Nathan Milikowsky

\*\* Signature of Reporting Person

01/17/2013

Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**