

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-03-19** | Period of Report: **2013-03-15**
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([HTML Version](#) on [secdatabase.com](#))

REPORTING OWNER

Robertson Lindon G

CIK: **1525267**

Type: **4** | Act: **34** | File No.: **001-13888** | Film No.: **13702141**

Mailing Address
C/O GRAFTECH
INTERNATIONAL LTD.
12900 SNOW ROAD
PARMA OH 44130

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

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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 Robertson Lindon G			2. Issuer Name and Ticker or Trading Symbol GRAFTECH INTERNATIONAL LTD [GTI]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) VP & CFO		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 03/15/2013			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	03/15/2013		P		14,000	A	\$7.27	14,000	D	
Common Stock								18,600	D ⁽¹⁾	
Common Stock								31,000	D ⁽²⁾	
Common Stock								11,058	D ⁽³⁾	
Common Stock								16,500	D ⁽⁴⁾	
Common Stock								52,855	D ⁽⁵⁾	
Common Stock								12,400	D ⁽⁶⁾	
Common Stock								1,746	I	By Savings Plan ⁽⁷⁾

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	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	10. Ownership Form of Derivative Security: Direct (D)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
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		Day/ Year)	(A) or Disposed of (D) (Instr. 3, 4, and 5)				Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Reported Transaction(s) (Instr. 4)	or Indirect (I) (Instr. 4)
			Code	V	(A)	(D)						
Stock Options (right to buy)	\$20.7					(8)	07/18/2021	Common Stock	18,600	18,600	D	
Stock Options (right to buy)	\$13.89					(9)	12/13/2021	Common Stock	25,000	25,000	D	
Stock Options (right to buy)	\$9.51					(10)	11/27/2022	Common Stock	24,800	24,800	D	

Explanation of Responses:

- On November 27, 2012, the Company granted 18,600 restricted shares under the Company's 2005 Equity Incentive Plan. One-third of the restricted shares will vest on each of November 27, 2013, 2014, and 2015.
- On November 27, 2012, the Company granted 31,000 performance shares under the Company's 2005 Equity Incentive Plan, 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 31, 2016. The ultimate number of shares earned is subject to adjustment based on actual performance.
- On December 13, 2011, the Company granted 12,400 restricted shares under the Company's 2005 Equity Incentive Plan. One-third of the restricted shares vested December 13, 2012, and one-third will vest on each of December 13, 2013 and 2014. The holdings are net of shares previously withheld, or sold under a Rule 10b5-1 trading plan, to cover withholding taxes.
- On December 13, 2011, the Company granted 16,500 performance shares under the Company's 2005 Equity Incentive Plan, 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, 2015. The ultimate number of shares earned is subject to adjustment based on actual performance.
- On July 18, 2011, the Company granted 59,300 restricted shares under the Company's 2005 Equity Incentive Plan. One-third of the restricted shares vested on July 18, 2012, and one-third will vest July 18 of each of 2013 and 2014. The holdings are net of shares previously withheld, or sold under a Rule 10b5-1 trading plan, to cover withholding taxes.
- On July 18, 2011, the Company granted 12,400 performance shares under the Company's 2005 Equity Incentive Plan, 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 in March 29, 2014. The ultimate number of shares earned is subject to adjustment based on actual performance.
- Represents the number of shares attributable to the reporting person's participation in the Company Stock Fund option of the GrafTech International Holdings Inc. Savings Plan.
- On July 18, 2011, the Company granted 18,600 stock options under the Company's 2005 Equity Incentive Plan. The options vest in equal thirds on July 18 of each of 2012, 2013 and 2014. The vested portions of such options will become exercisable upon vesting.
- On December 13, 2011, the Company granted 25,000 stock options under the Company's 2005 Equity Incentive Plan. The options vest in equal thirds on December 13 of each of 2012, 2013 and 2014. The vested portions of such options will become exercisable upon vesting.
- On November 27, 2012, the Company granted 24,800 stock options under the Company's 2005 Equity Incentive Plan. The options vest in equal thirds on November 27 of each of 2013, 2014 and 2015. The vested portions of such options will become exercisable upon vesting.

Signatures

[John D. Moran, Attorney-in-Fact for Lindon G. Robertson](#)

** Signature of Reporting Person

[03/19/2013](#)

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.