

BARNARD PETRUS J
Form 4
January 31, 2006

FORM 4

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

OMB APPROVAL

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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 *
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)
GRAFTECH INTERNATIONAL LTD., 1521 CONCORD PIKE, SUITE 301

3. Date of Earliest Transaction (Month/Day/Year)
01/13/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
President, Graphite Electrodes

(Street)
WILMINGTON, DE 19803

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 Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|--------|--------------|-----------------------------|
| | | | | (A) or (D) | Price | | | | | |
| | | | | Code | V | Amount | | | | |
| Common Stock | 01/13/2006 | | J | V | 85 | A | \$ 6.83 | 1,839 | I | By Savings Plan. <u>(1)</u> |
| Common Stock | 01/27/2006 | | J | V | 83 | A | \$ 7.07 | 1,922 | I | By Savings Plan. <u>(2)</u> |
| Common Stock | | | | | | | | 50,000 | D <u>(3)</u> | |

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

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 control number.

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. P Der Sec (Ins | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Time options (right to buy) | \$ 5.46 | | | | | 04/01/2007 | 04/01/2015 | Common Stock | 100,000 |
| Time options (right to buy) | \$ 35 | | | | | <u>(4)</u> | 02/28/2006 | Common Stock | 5,000 |
| Time options (right to buy) | \$ 17.06 | | | | | <u>(5)</u> | 09/29/2008 | Common Stock | 66,000 |
| Time options (right to buy) | \$ 8.56 | | | | | 12/15/2002 | 12/10/2010 | Common Stock | 60,000 |
| Time options (right to buy) | \$ 6.56 | | | | | <u>(6)</u> | 12/31/2008 | Common Stock | 100,000 |
| Time options (right to buy) | \$ 8.85 | | | | | 09/25/2003 | 09/25/2011 | Common Stock | 45,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BARNARD PETRUS J GRAFTECH INTERNATIONAL LTD. 1521 CONCORD PIKE, SUITE 301 WILMINGTON, DE 19803 | | | President, Graphite Electrodes | |

Signatures

| | |
|---|------------|
| /s/ Karen G. Narwold, Attorney-in-Fact for Petrus J. Barnard | 01/31/2006 |
| **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 participating through Company matching contributions in the
(1) Company Stock Fund option of the UCAR Carbon Savings Plan. The 85 units reported in this transaction correspond to 82 shares of Common Stock at a price of \$7.14 per share.

Represents the number of units attributable to the reporting person's participating through Company matching contributions in the
(2) Company Stock Fund option of the UCAR Carbon Savings Plan. The 83 units reported in this transaction correspond to 79 shares of Common Stock at a price of \$7.39 per share.

(3) Of such shares, granted on August 31, 2005 under the Company's Long Term Incentive Plan, one-third will vest on August 31 of each of 2006, 2007, and 2008.

(4) 2,500 of such options became exercisable on each of May 2, 1996 and August 28, 1997.

(5) Of such options, 22,000 vested on each of: May 21, 1999, July 14, 1999 and September 29, 1999.

(6) On November 30, 2005, the Company approved, under the terms of the Company's Long Term Incentive Plan, an accelerated vesting date for such options of November 30, 2005.

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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