

GRAFTECH INTERNATIONAL LTD

Form 3

September 12, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

AS MUSSEN ERICK R
 (Last) (First) (Middle)

C/O GRAFTECH
 INTERTIONAL LTD., 12900
 SNOW ROAD

(Street)

PARMA, OH 44130

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
 09/06/2013

3. Issuer Name and Ticker or Trading Symbol
 GRAFTECH INTERNATIONAL LTD [GTI]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer _____ Other
 (give title below) (specify below)
 VP & CFO

5. 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

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|---|---|---|
| Common Stock | 5,200 | D ⁽¹⁾ | ^ |
| Common Stock | 633 | D ⁽²⁾ | ^ |
| Common Stock | 20,000 | D ⁽³⁾ | ^ |
| Common Stock | 4,667 | D ⁽⁴⁾ | ^ |
| Common Stock | 30,000 | D ⁽⁵⁾ | ^ |
| Common Stock | 10,000 | D ⁽⁶⁾ | ^ |
| Common Stock | 13,511 | D | ^ |
| Common Stock | 26,696 | I | By Savings Plan ⁽⁷⁾ |
| Common Stock | 2,208 | I | By Compensation Deferral Plan ⁽⁸⁾ |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|--------------------|--|----------------------------------|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Stock Options (right to buy) | Â <u>(9)</u> | 11/27/2022 | Common Stock | 10,000 | \$ 9.51 | D | Â |
| Stock Options (right to buy) | Â <u>(10)</u> | 12/13/2021 | Common Stock | 11,000 | \$ 13.89 | D | Â |
| Stock Options (right to buy) | Â <u>(11)</u> | 12/09/2020 | Common Stock | 3,800 | \$ 19.89 | D | Â |
| Stock Options (right to buy) | Â <u>(12)</u> | 12/10/2019 | Common Stock | 4,300 | \$ 16.41 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------|-------|
| | Director | 10% Owner | Officer | Other |
| ASMUSSEN ERICK R C/O GRAFTECH INTERTIONAL LTD. 12900 SNOW ROAD PARMA, OH 44130 | Â | Â | Â VP & CFO | Â |

Signatures

/s/John D. Moran, Attorney-in-Fact for Erick R. Asmussen

09/12/2013

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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 December 9, 2010, the Company granted 5,200 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, 2014. The ultimate number of shares earned is subject to adjustment based on actual performance.

(2)

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On December 9, 2010, the Company granted 1,900 restricted shares under the Company's 2005 Equity Incentive Plan. One-third of the restricted shares vested on December 9 of each of 2011 and 2012 and one-third will vest on December 9, 2013. The holdings are net of shares previously withheld, or sold under a Rule 10b5-1 trading plan, to cover withholding taxes.

(3) On December 13, 2011, the Company granted 20,000 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 29, 2015. The ultimate number of shares earned is subject to adjustment based on actual performance.

(4) On December 13, 2011, the Company granted 7,000 restricted shares under the Company's 2005 Equity Incentive Plan. One-third of the restricted shares vested on December 13, 2012, and one-third will vest on December 13 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.

(5) On November 27, 2012, the Company granted 30,000 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.

(6) On November 27, 2012, the Company granted 10,000 restricted shares under the Company's 2005 Equity Incentive Plan. One-third of the restricted shares will vest on November 27 of each of 2013, 2014, and 2015.

(7) Represents the number of shares attributable to the reporting person's participation in the Company Stock Fund of the GrafTech International Savings Plan.

(8) Represents obligations whose value is based on the 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.

(9) On November 27, 2012, the Company granted 10,000 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 become exercisable upon vesting.

(10) On December 13, 2011, the Company granted 11,000 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 become exercisable upon vesting.

(11) On December 9, 2010, the Company granted 3,800 stock options under the Company's 2005 Equity Incentive Plan. The options vest in equal thirds on December 9 of each of 2011, 2012 and 2013. The vested portions of such options become exercisable upon vesting.

(12) All such options have fully vested and become exercisable.

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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