GRAFTECH INTERNATIONAL LTD
Form 4
December 16, 2014

# FORM 4

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

OMB APPROVAL

| | |
|---|---|
| OMB Number: | 3235-0287 |
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**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 *
Hawthorne Joel L.

(Last) (First) (Middle)

C/O GRAFTECH INTERNATIONAL LTD., 12900 SNOW ROAD

(Street)

PARMA, OH 44130

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
12/13/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
CEO & President

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

**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 | | | | | | | | 136,500 | D (1) | |
| Common Stock | | | | | | | | 227,500 | D (2) | |
| Common Stock | | | | | | | | 45,063 | D (3) | |
| Common Stock | | | | | | | | 83,500 | D (4) | |
| | | | | | | | | 10,932 | D (5) | |

| | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| Common Stock | | | | | | | | | |
| Common Stock | | | | | | | 20,500 | D (6) | |
| Common Stock | | | | | | | 35,515 | D (7) | |
| Common Stock | | | | | | | 10,108 | D (8) | |
| Common Stock | | | | | | | 21,300 | D (9) | |
| Common Stock | 12/13/2014 | | F | 834 | D | $ 4.02 | 5,020 | D (10) | |
| Common Stock | | | | | | | 10,000 | D (11) | |
| Common Stock | | | | | | | 24,866 | D | |
| Common Stock | | | | | | | 19,606 | I | By Savings Plan (12) |
| Common Stock | | | | | | | 9,405 | I | By Compensation Deferral Plan (13) |

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. Pri Deriv Secur (Instr |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| | $ 16.41 | | | | | | | (14) | 12/10/2019 | | 3,500 | |

| | | | | | | |
|---|---|---|---|---|---|---|
| Stock Options (right to buy) | | | | | Common Stock | |
| Stock Options (right to buy) | $ 19.89 | | (14) | 12/09/2020 | Common Stock | 4,000 |
| Stock Options (right to buy) | $ 13.89 | | (15) | 12/10/2021 | Common Stock | 15,000 |
| Stock Options (right to buy) | $ 9.51 | | (16) | 11/27/2022 | Common Stock | 16,700 |
| Stock Options (right to buy) | $ 11.56 | | (17) | 11/21/2023 | Common Stock | 16,400 |
| Stock Options (right to buy) | $ 10.31 | | (18) | 01/29/2024 | Common Stock | 66,600 |
| Stock Options (right to buy) | $ 4.24 | | (19) | 11/19/2024 | Common Stock | 182,000 |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| Hawthorne Joel L.<br>C/O GRAFTECH INTERNATIONAL LTD.<br>12900 SNOW ROAD<br>PARMA, OH 44130 | | | CEO & President | |

# Signatures

| | |
|---|---|
| /s/John D. Moran, Attorney-in-Fact for Joel L. Hawthorne | 12/16/2014 |
| **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 November 19, 2014, the Company granted 136,500 restricted shares under the Company's 2005 Equity Incentive Plan. One-third of the restricted shares will vest on each of December 3, 2015, 2016, and 2017. |
| **(2)** | On November 19, 2014, the Company granted 227,500 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 30, 2018. The ultimate number of shares earned is subject to adjustment based on actual peformance. |
| **(3)** | On January 29, 2014, the Company granted 50,700 restricted shares under the Company's 2005 Equity Incentive Plan. One-third of the restricted shares vested on December 3, 2014, and one-third will vest on each of December 3, 2015, and 2016. The holdings are net of shares previously withheld, or sold under a Rule 10b5-1 trading plan, to cover withholding taxes. |
| **(4)** | On January 29, 2014, the Company granted 83,500 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 31, 2017. The ultimate number of shares earned is subject to adjustment based on actual peformance. |
| **(5)** | On November 21, 2013, the Company granted 12,300 restricted shares under the Company's 2005 Equity Incentive Plan. One-third of the restricted shares vested on December 3, 2014, and one-third will vest on each of December 3, 2015, and 2016. The holdings are net of shares previously withheld, or sold under a Rule 10b5-1 trading plan, to cover withholding taxes. |
| **(6)** | On November 21, 2013, the Company granted 20,500 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 31, 2017. The ultimate number of shares earned is subject to adjustment based on actual peformance. |
| **(7)** | On March 1, 2013, the Company granted 40,000 restricted shares under the Company's 2005 Equity Incentive Plan. One-third of the restricted shares vested on March 1, 2014, and one-third will vest on each of March 1, 2015 and 2016. The holdings are net of shares previously withheld, or sold under a Rule 10b5-1 trading plan, to cover withholding taxes. |
| **(8)** | On November 27, 2012, the Company granted 13,000 restricted shares under the Company's 2005 Equity Incentive Plan. One-third of the restricted shares vested on each of November 27, 2013, and 2014, and one-third will vest on November 27, 2015. The holdings are net of shares previously withheld, or sold under a Rule 10b5-1 trading plan, to cover withholding taxes. |
| **(9)** | On November 27, 2012, the Company granted 21,300 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 peformance. |
| **(10)** | On December 13, 2011, the Company granted 7,500 restricted shares under the Company's 2005 Equity Incentive Plan. One-third of the restricted shares vested on December 13 of each of 2012, 2013, and 2014. 834 of the 2,500 shares that vested December 13, 2014 were withheld to cover withholding taxes due upon vesting. The holdings are net of shares previously withheld, or sold under a Rule 10b5-1 trading plan, to cover withholding taxes. |
| **(11)** | On December 13, 2011, the Company granted 10,000 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, 2015. The ultimate number of shares earned is subject to adjustment based on actual peformance. |
| **(12)** | Represents the number of units attributable to the reporting person's participation in the Company Stock Fund of the GrafTech International Savings Plan. |
| **(13)** | 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. |
| **(14)** | All such options have fully vested. |
| **(15)** | On December 13, 2011, the Company granted 15,000 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. |
| **(16)** | On November 27, 2012, the Company granted 16,700 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.

**(17)** On November 21, 2013, the Company granted 16,400 stock options under the Company's 2005 Equity Incentive Plan. The options vest in equal thirds on December 3 of each of 2014, 2015 and 2016. The vested portions of such options will become exercisable upon vesting.

**(18)** On January 29, 2014, the Company granted 66,600 stock options under the Company's 2005 Equity Incentive Plan. The options vest in equal thirds on December 3 of each of 2014, 2015 and 2016. The vested portions of such options will become exercisable upon vesting.

**(19)** On November 19, 2014, the Company granted 182,000 stock options under the Company's 2005 Equity Incentive Plan. The options vest in equal thirds on December 3 of each of 2015, 2016 and 2017. 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.
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