

GRAFTECH INTERNATIONAL LTD  
 Form 3  
 November 07, 2014

**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 \*

Blair Darrell A  
 (Last) (First) (Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)  
 11/01/2014

3. Issuer Name and Ticker or Trading Symbol

GRAFTECH INTERNATIONAL LTD [GTI]

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

Director  10% Owner  
 Officer  Other  
 (give title below) (specify below)  
 President Industrial Materials

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

C/O GRAFTECH INTERNATIONAL LTD., 12900 SNOW ROAD

(Street)

PARMA, OH 44130

(City) (State) (Zip)

**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                    | 3,200   | D <sup>(1)</sup>   | ^   |
| Common Stock                    | 5,400   | D <sup>(2)</sup>   | ^   |
| Common Stock                    | 6,667   | D <sup>(3)</sup>   | ^   |
| Common Stock                    | 15,000  | D <sup>(4)</sup>   | ^   |
| Common Stock                    | 800   | D <sup>(5)</sup>   | ^   |
| Common Stock                    | 3,200   | D <sup>(6)</sup>   | ^   |
| Common Stock                    | 4,466   | D  | ^   |
| Common Stock                    | 1,028   | I  | By Savings Plan <sup>(7)</sup>                        |

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<br>(Instr. 4) | 2. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 3. Title and Amount of<br>Securities Underlying<br>Derivative Security<br>(Instr. 4) |                                  | 4. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 5. Ownership<br>Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) | 6. Nature of Indirect<br>Beneficial Ownership<br>(Instr. 5) |
|---|--|--------------------|--|----------------------------------|--|--|---|
|   | Date<br>Exercisable  | Expiration<br>Date | Title  | Amount or<br>Number of<br>Shares |  |  |   |
| Stock Options (right to buy)                  | Â <u>(11)</u>  | 12/10/2019         | Common Stock   | 2,200                            | \$ 16.41   | D  | Â   |
| Stock Options (right to buy)                  | Â <u>(11)</u>  | 12/09/2020         | Common Stock   | 2,000                            | \$ 19.89   | D  | Â   |
| Stock Options (right to buy)                  | Â <u>(10)</u>  | 12/13/2021         | Common Stock   | 4,800                            | \$ 13.89   | D  | Â   |
| 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>(8)</u>   | 11/21/2023         | Common Stock   | 4,300                            | \$ 11.56   | D  | Â   |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |                                     |
|--|---------------|-----------|---------|-------------------------------------|
|  | Director      | 10% Owner | Officer | Other                               |
| Blair Darrell A<br>C/O GRAFTECH INTERNATIONAL LTD.<br>12900 SNOW ROAD<br>PARMA, OH 44130 | Â             | Â         | Â       | President Industrial Materials<br>Â |

## Signatures

/s/John D. Moran, Attorney-in-Fact for  
Darrell Blair

11/07/2014

\_\_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 November 21, 2013, the Company granted 3,200 restricted shares under the Company's 2005 Equity Incentive Plan. One-third of the restricted shares will vest on each of December 3, 2014, 2015, and 2016.
- (2) On November 21, 2013, the Company granted 5,400 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

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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 performance.

- (3) 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 vested on November 27, 2013, and one-third will vest on each of November 27, 2014, and 2015.  
On November 27, 2012, the Company granted 15,000 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.
- (4) On December 13, 2011, the Company granted 2,400 restricted shares under the Company's 2005 Equity Incentive Plan. One-third of the restricted shares vested on each of December 13, 2012 and 2013, and one-third will vest on December 13, 2014.  
On December 13, 2011, the Company granted 3,200 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, 2015. The ultimate number of shares earned is subject to adjustment based on actual performance.
- (5) Represents the number of units attributable to the reporting person's participation in the Company Stock Fund option of the GrafTech International Holdings Inc. Savings Plan.
- (6) On November 21, 2013, the Company granted 4,300 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.  
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 will become exercisable upon vesting.
- (7) On December 13, 2011, the Company granted 4,800 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.
- (8) 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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