

CRANSTON MARY B
Form 4
January 18, 2005

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 *
CRANSTON MARY B

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)
50 FREMONT STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/14/2005

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

SAN FRANCISCO,, CA 94105
(City) (State) (Zip)

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

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 | | | | | 2,000 | I | By Self as Trustee for the Mary & Harold Cranston Family Trust. | |
| Common Stock | 01/14/2005 | | A | 3,063 | A | (4) | 7,127 | D |
| Common Stock | 01/14/2005 | | A | 5,000 | A | (5) | 12,127 | D |

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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.

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(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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Time options (right to buy) | \$ 19.06 | | | | | 01/18/2001 | 01/01/2010 | Common Stock | 3,051 |
| Time options (right to buy) | \$ 19.06 | | | | | 01/18/2001 | 01/18/2010 | Common Stock | 5,000 |
| Time options (right to buy) | \$ 8.57 | | | | | 12/15/2001 | 12/15/2010 ⁽¹⁾ | Common Stock | 7,700 |
| Time options (right to buy) | \$ 8.57 | | | | | ⁽²⁾ | 12/15/2010 ⁽¹⁾ | Common Stock | 5,840 |
| Time options (right to buy) | \$ 8.57 | | | | | 12/15/2000 | 12/15/2010 ⁽¹⁾ | Common Stock | 2,100 |
| Time options (right to buy) | \$ 8.85 | | | | | 09/25/2001 | 09/25/2011 ⁽¹⁾ | Common Stock | 2,040 |
| | \$ 10.7 | | | | | 01/01/2003 | 01/01/2012 ⁽¹⁾ | | 6,200 |

| | | | | | |
|-----------------------------|----------|---------------------------|---------------------------|--------------|--------|
| Time options (right to buy) | | | | Common Stock | |
| Time options (right to buy) | \$ 10.77 | 03/01/2002 | 03/01/2012 ⁽¹⁾ | Common Stock | 1,300 |
| Time options (right to buy) | \$ 5.15 | 01/14/2004 | 01/14/2013 ⁽¹⁾ | Common Stock | 12,800 |
| Time options (right to buy) | \$ 13.37 | 01/15/2005 ⁽³⁾ | 01/15/2014 ⁽¹⁾ | Common Stock | 3,500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| CRANSTON MARY B 50 FREMONT STREET SAN FRANCISCO,, CA 94105 | X | | | |

Signatures

| | |
|---|---------------------|
| Edward J. Yocum, Attorney-in-fact for Mary B. Cranston | 01/19/2005 |
| <small>**Signature of Reporting Person</small> | <small>Date</small> |

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) Options expire on such date unless reporting person ceases to be a director, in which event options expire four years from date of reporting person's directorship ends.
- (2) Such options vested ratably over 2001.
- (3) Such options shall vest so long as the reporting person is still a director on such date.
- (4) The reporting person has elected, pursuant to the Company's equity compensation plans, to receive deferred shares of common stock in lieu of cash for payment of director fees.
- (5) Annual stock grant to non-employee directors.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.