

GRAFTECH INTERNATIONAL LTD
 Form 4
 December 06, 2006

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL
 OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
 Whitaker Gary R

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 ___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 VP, General Counsel, Secretary

(Last) (First) (Middle)
 C/O GRAFTECH INTERNATIONAL LTD., 12900 SNOW ROAD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 10/31/2006

PARMA, OH 44130
 (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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | | | | | 954 | I | By Savings Plan. ⁽¹⁾ |
| Common Stock | | | | | 30,000 | D ⁽²⁾ | |
| Common Stock | | | | | 30,000 | D ⁽³⁾ | |
| Common Stock | 10/31/2006 | | J V 83 | A \$ 5.77 | 1,037 | I | By Savings |

| | | | | | | | | | |
|--------------|------------|---|---|----|---|---------|-------|---|---|
| Common Stock | 11/15/2006 | J | V | 72 | A | \$ 6.56 | 1,109 | I | Plan ⁽⁴⁾ By Savings Plan ⁽⁵⁾ |
| Common Stock | 11/30/2006 | J | V | 74 | A | \$ 6.44 | 1,183 | I | By Savings Plan ⁽⁶⁾ |

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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Whitaker Gary R C/O GRAFTECH INTERNATIONAL LTD. 12900 SNOW ROAD PARMA, OH 44130 | | | VP, General Counsel, Secretary | |

Signatures

/s/Gary R. Whitaker 12/04/2006

__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 participation through Company matching contributions in the
(1) Company Stock Fund option of the UCAR Carbon Savings Plan. The 80 units reported in this transaction correspond to 77 shares of Common Stock at a price of \$6.19 per share.

On October 23, 2006, the Company granted 30,000 restricted shares under the Company's Management Long Term Incentive Program, all of which will cliff vest in February 2010, subject to accelerated vesting in equal thirds in February of each of 2008, 2009 and 2010, if certain performance targets are met.
(2)

On May 1, 2006, the Company granted 30,000 restricted shares under the Company's Management Long Term Incentive Program, of which one-third will vest on each of May 1, 2007, 2008 and 2009.
(3)

Represents the number of units attributable to the reporting person's participation through Company matching contributions in the
(4) Company Stock Fund option of the UCAR Carbon Savings Plan. The 82 units reported in this transaction correspond to 79 shares of Common Stock at a price of \$6.05 per share.

Represents the number of units attributable to the reporting person's participation through Company matching contributions in the
(5) Company Stock Fund option of the UCAR Carbon Savings Plan. The 72 units reported in this transaction correspond to 69 shares of Common Stock at a price of \$6.88 per share.

Represents the number of units attributable to the reporting person's participation through Company matching contributions in the
(6) Company Stock Fund option of the UCAR Carbon Savings Plan. The 74 units reported in this transaction correspond to 70 shares of Common Stock at a price of \$6.75 per share.

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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