

GRAFTECH INTERNATIONAL LTD
 Form 3
 May 22, 2015

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

*
 ^ Coburn Quinn J
 (Last) (First) (Middle)

2. Date of Event Requiring Statement
 (Month/Day/Year)
 05/15/2015

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)

C/O GRAFTECH INTERNATIONAL LTD., ^ 6100 OAK TREE BLVD., SUITE 300
 (Street)

(Check all applicable)

___ Director ___ 10% Owner
 X Officer ___ Other
 (give title below) (specify below)
 VP, Treasurer, Interim CFO

INDEPENDENCE, ^ OH ^ 44131
 (City) (State) (Zip)

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 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	7,710	D <u>(1)</u>	^
Common Stock	12,850	D <u>(2)</u>	^
Common Stock	3,022	D <u>(3)</u>	^
Common Stock	5,600	D <u>(4)</u>	^
Common Stock	7,776	D <u>(5)</u>	^
Common Stock	15,000	D <u>(6)</u>	^
Common Stock	25,349	D	^
Common Stock	12	D <u>(7)</u>	^
Common Stock	6,989	I	By Savings Plan <u>(8)</u>

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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>	08/23/2020	Common Stock	5,000	\$ 14.77	D	Â
Stock Options (right to buy)	Â <u>(9)</u>	12/09/2020	Common Stock	3,800	\$ 19.89	D	Â
Stock Options (right to buy)	Â <u>(9)</u>	12/13/2021	Common Stock	5,200	\$ 13.89	D	Â
Stock Options (right to buy)	Â <u>(10)</u>	11/27/2022	Common Stock	10,000	\$ 9.51	D	Â
Stock Options (right to buy)	Â <u>(11)</u>	11/21/2023	Common Stock	4,500	\$ 11.56	D	Â
Stock Options (right to buy)	Â <u>(12)</u>	11/19/2024	Common Stock	10,280	\$ 4.24	D	Â

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Coburn Quinn J
C/O GRAFTECH INTERNATIONAL LTD. Â Â Â VP, Treasurer, Interim CFO Â
6100 OAK TREE BLVD., SUITE 300
INDEPENDENCE, OH 44131

Signatures

/s/John D. Moran, Attorney-in-Fact for Quinn J.
Coburn

05/22/2015

__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 19, 2014, the Company granted 7,710 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 12,850 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, 2018. The ultimate number of shares earned is subject to adjustment based on actual performance.
- (3) On November 21, 2013, the Company granted 3,400 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 November 21, 2013, the Company granted 5,600 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 performance.
- (5) 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 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.
- (6) 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.
- (7) 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.
- (8) Represents the number of units attributable to the reporting person's participation in the Company Stock Fund of the GrafTech International Savings Plan.
- (9) All such options have fully vested and became exercisable.
- (10) 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.
- (11) On November 21, 2013, the Company granted 4,500 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.
- (12) On November 19, 2014, the Company granted 10,280 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. 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.