

Whitaker Gary R
Form 4
January 05, 2007

FORM 4

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

OMB APPROVAL

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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 *
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)
12/18/2006

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					30,000	D ⁽¹⁾	
Common Stock					30,000	D ⁽²⁾	
Common Stock	12/18/2006		J	V 71 A \$ 6.65	1,256	I	By Savings Plan ⁽³⁾
Common Stock	12/29/2006		J	V 72 A \$ 6.6	1,328	I	By Savings

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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.

Represents the number of units attributable to the reporting person's participation through Company matching contributions in the

- (3) Company Stock Fund option of the UCAR Carbon Savings Plan. The 71 units reported in this transaction correspond to 68 shares of Common Stock at a price of \$6.97 per share.

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- (4) 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 \$6.92 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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