

Edgar Filing: UCAR INTERNATIONAL INC - Form 4

UCAR INTERNATIONAL INC
Form 4
April 10, 2002

U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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(f) of the Investment Company Act of 1940

Check box if no longer subject to Section 16. Form 4 or Form 5 obligations
may continue. See Instruction 1(b).

1. Name and Address of Reporting Person*

Mason,	Scott	C.
-----	-----	-----
(Last)	(First)	(Middle)
c/o UCAR Carbon Company Inc.		
P.O. Box 6116		

(Street)		
Cleveland	OH	44101
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(City)	(State)	(Zip)
USA		

2. Issuer Name and Ticker or Trading Symbol

UCAR International Inc.
("UCR")

3. IRS Identification Number of Reporting Person, if an Entity (Voluntary)

4. Statement for Month/Year

3/31/2002

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

6. Relationship of Reporting Person to Issuer
(Check all applicable)

<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
<input checked="" type="checkbox"/> Officer (give title below)	<input type="checkbox"/> Other (specify below)

Executive Vice President, Advanced Energy Technology Division

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7. 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 (mm/dd/yy)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		
		Code	V	Amount	or (D)	Price
Common Stock						
Common Stock	3/01/02	A		20,000 (3)	A	--

* If the Form is filed by more than one Reporting Person, see Instruction 4 (b) (v).

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

(Print or Type Response) (Over)

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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. Conver- sion or Exer- cise Price of Deriv- ative Secur- ity	3. Trans- action Date (Month/ Day/ Year)	4. Trans- action Code (Instr. 8) ----- Code V	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) ----- (A) (D)	6. Exercisable and Date Expiration Date (Month/Day/Year) ----- Date Expira- tion Date		7. Title and Amount of Underlying Securities (Instr. 3 and 4) ----- Amount or Number of Shares
Time options (right to buy)	\$13.19				(1)	9/29/08	Common Stock, par value \$.01 per share 150,000
Time options (right to buy)	\$8.56				12/15/02	12/15/10	Common Stock, par value \$.01 per share 80,000
Time options (right to buy)	\$8.85				(2)	9/25/11	Common Stock, par value \$.01 per share 87,000

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Explanation of Responses:

(1) 50,000 of such options vested on April 3, 2001. 100,000 of such options will vest on April 3, 2007; however, 50,000 unvested shares will vest on each of the dates, if any, on which the closing price of the Company's common stock has been at least \$15.85 per share and \$18.50 per share for at least 20 consecutive trading days.

(2) Options were granted as part of an annual grant. Of such options, 15,000 vested on September 25, 2001 and 72,000 will vest on September 25, 2003.

(3) Of such shares, 10,000 will vest on each of February 1, 2003 and February 1, 2004, provided that the reporting person is still employed by UCAR on those dates.

/s/ Karen G. Narwold

April 10, 2002

**Signature of Reporting Person
Karen G. Narwold, Attorney-in-Fact for
Scott C. Mason

Date

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.