

Killian Ann
 Form 4
 February 27, 2012

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 *
 Killian Ann

(Last) (First) (Middle)
 6060 PARKLAND BOULEVARD
 (Street)

MAYFIELD HEIGHTS, OH 44124

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 FERRO CORP [FOE]

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/23/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 Vice President, Human Resource

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 (D) Price | | | |
| Common Stock | 02/25/2012 | | F | 2,810 D \$ 6.9 | 21,572 ⁽¹⁾ | D | |
| Common Stock - Restricted Shares | | | | | 16,000 ⁽¹⁾ | D | |

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

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SEC 1474 (9-02)

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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. 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 Security (Instr. 3 and 4) | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|---|-----------------|--------------|-------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount Number of Shares |
| Stock Options (Right to Buy) | \$ 6.84 | 02/23/2012 | | A | | 31,500 | | 02/23/2013 | 02/23/2022 | Common Stock | 3 |
| Restricted Share Unit | \$ 0 | 02/23/2012 | | A | | 14,700 | | 02/23/2015 | 02/23/2015 | Common Stock | 1 |
| Performance Share Unit | \$ 0 | 02/23/2012 | | A | | 36,700 | | (2) | 12/31/2014 | Common Stock | 3 |
| Phantom Shares (3) | (3) | | | | | | | (3) | (3) | Common Stock | 14,6 |
| Stock Options (Right to Buy) | \$ 21.01 | | | | | | | 07/11/2006 | 07/11/2015 | Common Stock | 3 |
| Stock Options (Right to Buy) | \$ 20.69 | | | | | | | 02/16/2007 | 02/16/2016 | Common Stock | 1 |
| Stock Options (Right to Buy) | \$ 21.99 | | | | | | | 02/06/2008 | 02/06/2017 | Common Stock | 1 |
| Stock Options (Right to Buy) | \$ 17.26 | | | | | | | 02/28/2009 | 02/28/2018 | Common Stock | 1 |
| Stock Options (Right to Buy) | \$ 8.25 | | | | | | | 02/25/2011 | 02/25/2020 | Common Stock | 3 |
| Stock Options (Right to Buy) | \$ 1.37 | | | | | | | 02/25/2010 | 02/25/2019 | Common Stock | 3 |

Buy)

Stock

Options
(Right to

\$ 15.16

Buy)

02/24/2012 02/24/2021

Common
Stock

2

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Killian Ann 6060 PARKLAND BOULEVARD MAYFIELD HEIGHTS, OH 44124 | | | Vice President, Human Resource | |

Signatures

/s/ John T. Bingle, Treasurer, by Power of Attorney

02/27/2012

**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).

(1) Balance includes vesting of restricted shares net of forfeiture for tax liability.

(2) Performance Share Units granted as a performance award, vesting based upon degree of achievement of performance goal. At the end of the performance period, 50% of award is paid in common shares free of restrictions, and 50% is paid in cash. If the final amount is less than 100% of the share units, the balance is forfeited to the company.

(3) Represent phantom shares awarded under the Company's Supplemental Defined Contribution Plan for Executive Employees.

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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