

FERRO CORP  
Form 4  
June 12, 2014

**FORM 4**

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

OMB APPROVAL

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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 \*  
Thomas Peter T

(Last) (First) (Middle)

C/O FERRO CORPORATION, 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)  
06/11/2014

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)  
President and CEO

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D) Code V Amount Price                                    |   |  |   |
| Common Stock                    | 06/11/2014                           |  | P                              | 15,000 A \$ 12.4  | 66,718  | D  |   |
| Common Stock                    |                                      |  |                                |   | 1,175.5542  | I  | Investment Savings Plan                               |

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 Securities (Instr. 3 and 4) |              |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount or Number of Shares |
| Performance Share Unit                     | \$ 0   |                                      |  |                                |   | (1) 12/31/2016   |   | Common Stock | 115,100                    |
| Performance Share Unit                     | \$ 0   |                                      |  |                                |   | (1) 12/31/2014   |   | Common Stock | 53,100                     |
| Performance Share Unit                     | \$ 0   |                                      |  |                                |   | (1) 12/31/2015   |   | Common Stock | 200,130                    |
| Phantom Shares (2)                         | (2) (3)  |                                      |  |                                |   | (2)(3) (2)(3)  |   | Common Stock | 47,938.7                   |
| Restricted Share Unit                      | \$ 0   |                                      |  |                                |   | 11/12/2014 11/12/2014                                    |   | Common Stock | 148,690                    |
| Restricted Share Unit                      | \$ 0   |                                      |  |                                |   | 04/24/2016 04/24/2016                                    |   | Common Stock | 17,480                     |
| Restricted Share Unit                      | \$ 0   |                                      |  |                                |   | 02/20/2017 02/20/2017                                    |   | Common Stock | 46,100                     |
| Restricted Share Unit                      | \$ 0   |                                      |  |                                |   | 02/23/2015 02/23/2015                                    |   | Common Stock | 21,200                     |
| Restricted Share Unit                      | \$ 0   |                                      |  |                                |   | 02/23/2016 02/23/2016                                    |   | Common Stock | 32,800                     |
| Stock Options (Right to Buy)               | \$ 26.26   |                                      |  |                                |   | 02/09/2005 02/09/2014                                    |   | Common Stock | 7,500                      |
| Stock Options (Right to Buy)               | \$ 19.39   |                                      |  |                                |   | 02/07/2006 02/07/2015                                    |   | Common Stock | 8,500                      |
| Stock Options (Right to Buy)               | \$ 20.69   |                                      |  |                                |   | 02/16/2007 02/16/2016                                    |   | Common Stock | 15,500                     |

|                              |          |            |            |              |        |
|------------------------------|----------|------------|------------|--------------|--------|
| Stock Options (Right to Buy) | \$ 21.99 | 02/06/2008 | 02/06/2017 | Common Stock | 25,000 |
| Stock Options (Right to Buy) | \$ 17.26 | 02/28/2009 | 02/28/2018 | Common Stock | 25,000 |
| Stock Options (Right to Buy) | \$ 8.25  | 02/25/2011 | 02/25/2020 | Common Stock | 45,000 |
| Stock Options (Right to Buy) | \$ 7.02  | 04/24/2014 | 04/24/2023 | Common Stock | 98,800 |
| Stock Options (Right to Buy) | \$ 1.37  | 02/25/2010 | 02/25/2019 | Common Stock | 20,030 |
| Stock Options (Right to Buy) | \$ 15.16 | 02/24/2012 | 02/24/2021 | Common Stock | 38,000 |
| Stock Options (Right to Buy) | \$ 6.84  | 02/23/2013 | 02/23/2022 | Common Stock | 45,500 |
| Stock Options (Right to Buy) | \$ 5.29  | 02/21/2014 | 02/21/2023 | Common Stock | 68,800 |
| Stock Options (Right to Buy) | \$ 13.09 | 02/20/2015 | 02/20/2024 | Common Stock | 95,300 |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                      |       |
|--|---------------|-----------|----------------------|-------|
|  | Director      | 10% Owner | Officer              | Other |
| Thomas Peter T<br>C/O FERRO CORPORATION<br>6060 PARKLAND BOULEVARD<br>MAYFIELD HEIGHTS, OH 44124 |               |           | President<br>and CEO |       |

## Signatures

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

06/12/2014

\_\_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) 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.

(2) Represent phantom shares awarded under the Company's Supplemental Defined Contribution Plan for Executive Employees. These shares were previously disclosed in Table I of this Form and have been moved to Table II of this Form. This transaction is not a disposition.

(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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