

Schlater Benjamin
Form 4
February 20, 2019

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 *
Schlater Benjamin

(Last) (First) (Middle)

6060 PARKLAND BLVD, SUITE 250

(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)
02/17/2019

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)

Chief Financial Officer

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	02/17/2019		M	4,700 A \$ 0 (1)	21,013	D	
Common Stock	02/18/2019		F	1,606 D \$ 17.4	19,407	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
Restricted Stock Units	\$ 0 ⁽¹⁾	02/17/2019		M	4,700	02/17/2019 02/17/2026	Common Stock 4
Performance Share Unit	\$ 0					⁽²⁾ 12/31/2018	Common Stock 1
Performance Share Unit	\$ 0					⁽²⁾ 12/31/2019	Common Stock 1
Performance Share Unit	\$ 0					⁽²⁾ 12/31/2020	Common Stock 1
Phantom Shares	\$ 0 ⁽³⁾					⁽³⁾ ⁽³⁾	Common Stock 6,1
Restricted Share Unit	\$ 0					09/01/2019 ⁽⁴⁾ 09/01/2019	Common Stock
Restricted Share Unit	\$ 0					02/15/2020 ⁽⁴⁾ 02/15/2020	Common Stock
Restricted Share Unit	\$ 0					02/21/2021 ⁽⁴⁾ 02/21/2021	Common Stock
Stock Options (Right to Buy)	\$ 22.01					⁽⁵⁾ 02/21/2028	Common Stock 1
Stock Options (Right to Buy)	\$ 14.27					02/15/2018 02/15/2027	Common Stock 2
Stock Options (Right to Buy)	\$ 13.35					09/01/2017 09/01/2026	Common Stock
Stock Options (Right to Buy)	\$ 9.6					02/17/2017 02/17/2026	Common Stock

