

FERRO CORP
Form 4
February 20, 2015

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 *
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)
02/18/2015

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)
Common Stock				(A) or (D) Price	31,847	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)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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)	8. An
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Nu Sh
Stock Options (Right to Buy)	\$ 12.33	02/18/2015		A	15,700	02/18/2016	02/18/2025	Common Stock	
Restricted Share Unit	\$ 0	02/18/2015		A	7,300	02/18/2018 ⁽¹⁾	02/18/2018	Common Stock	
Performance Share Unit	\$ 0	02/18/2015		A	18,200	⁽²⁾	12/31/2017	Common Stock	
Performance Share Unit	\$ 0					⁽²⁾	12/31/2016	Common Stock	
Performance Share Unit	\$ 0					⁽²⁾	12/31/2014	Common Stock	
Performance Share Unit	\$ 0					⁽²⁾	12/31/2015	Common Stock	
Phantom Shares	⁽³⁾					⁽³⁾	⁽³⁾	Common Stock	23
Restricted Share Unit	\$ 0					02/20/2017 ⁽¹⁾	02/20/2017	Common Stock	
Restricted Share Unit	\$ 0					02/23/2015 ⁽¹⁾	02/23/2015	Common Stock	
Restricted Share Unit	\$ 0					02/23/2016 ⁽¹⁾	02/23/2016	Common Stock	
Stock Options (Right to Buy)	\$ 21.01					07/11/2006	07/11/2015	Common Stock	
Stock Options (Right to Buy)	\$ 20.69					02/16/2007	02/16/2016	Common Stock	
Stock Options (Right to Buy)	\$ 21.99					02/06/2008	02/06/2017	Common Stock	

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

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