

Duesenberg Mark Hugo
 Form 4
 February 22, 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 *
 Duesenberg Mark Hugo

(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)
 02/20/2019

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)
 General Counsel

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 02/20/2019 | | F | 2,066 | D \$ 17.61 | 166,565 | D |
| Common Stock | 02/20/2019 | | M | 8,100 | A \$ 0 ⁽¹⁾ | 174,665 | D |

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

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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 Underlying Security (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|---|-----------------|--------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title |
| Performance Share Unit | \$ 0 | 02/20/2019 | | A | | 16,900 | | <u>(2)</u> | 12/31/2021 | Common Stock |
| Restricted Share Unit | \$ 0 | 02/20/2019 | | M | | 8,100 | | 02/20/2017 ⁽³⁾ | 02/20/2017 | Common Stock |
| Restricted Stock Unit | \$ 0 | 02/20/2019 | | A | | 6,700 | | 02/20/2022 ⁽³⁾ | 02/20/2022 | Common Stock |
| Stock Options (Right to Buy) | \$ 17.89 | 02/20/2019 | | A | | 25,900 | | <u>(4)</u> | 02/20/2029 | Common Stock |
| Performance Share Unit | \$ 0 | | | | | | | <u>(2)</u> | 12/31/2018 | Common Stock |
| Performance Share Unit | \$ 0 | | | | | | | <u>(2)</u> | 12/31/2019 | Common Stock |
| Performance Share Unit | \$ 0 | | | | | | | <u>(2)</u> | 12/31/2020 | Common Stock |
| Phantom Shares | \$ 0 ⁽⁵⁾ | | | | | | | <u>(5)</u> | <u>(5)</u> | Common Stock |
| Restricted Share Unit | \$ 0 | | | | | | | 02/18/2018 ⁽³⁾ | 02/18/2018 | Common Stock |
| Restricted Share Unit | \$ 0 | | | | | | | 02/17/2019 ⁽³⁾ | 02/17/2019 | Common Stock |
| Restricted Share Unit | \$ 0 | | | | | | | 02/15/2020 ⁽³⁾ | 02/15/2020 | Common Stock |
| Restricted Share Unit | \$ 0 | | | | | | | 02/21/2021 ⁽³⁾ | 02/21/2021 | Common Stock |
| Stock Options (Right to Buy) | \$ 22.01 | | | | | | | <u>(6)</u> | 02/21/2028 | Common Stock |
| Stock Options (Right to | \$ 15.16 | | | | | | | 02/24/2012 | 02/24/2021 | Common Stock |

| | | | | | |
|------------------------------|----------|------------|------------|--------------|--|
| Buy) | | | | | |
| Stock Options (Right to Buy) | \$ 14.27 | 02/15/2018 | 02/15/2027 | Common Stock | |
| Stock Options (Right to Buy) | \$ 13.09 | 02/20/2015 | 02/20/2024 | Common Stock | |
| Stock Options (Right to Buy) | \$ 12.33 | 02/18/2016 | 02/18/2025 | Common Stock | |
| Stock Options (Right to Buy) | \$ 9.6 | 02/17/2017 | 02/17/2026 | Common Stock | |
| Stock Options (Right to Buy) | \$ 8.25 | 02/25/2011 | 02/25/2020 | Common Stock | |
| Stock Options (Right to Buy) | \$ 6.84 | 02/23/2013 | 02/23/2022 | Common Stock | |
| Stock Options (Right to Buy) | \$ 5.29 | 02/21/2014 | 02/21/2023 | Common Stock | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| Duesenberg Mark Hugo 6060 PARKLAND BOULEVARD MAYFIELD HEIGHTS, OH 44124 | | | General Counsel | |

Signatures

/s/ Benjamin Schlater, Group Vice President and Chief Financial Officer, by Power of Attorney

02/22/2019

__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) Restricted share units convert into Common Stock on a one-to-one basis.

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) The date reflected above as the Date Exercisable is the scheduled vesting date of the Restricted Share Units. Once vested, settlement of the Restricted Share Units and delivery of common shares is subject to an additional two-year holding period.

(4) 33+% per year for 3 years beginning on 20-Feb-2020

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

(6) 33+% per year for 3 years beginning on 21-Feb-2019

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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