

FERRO CORP  
Form 4  
February 24, 2016

**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 \*  
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)  
02/22/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_ Other (specify below)  
General Counsel

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ 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)  |   |  |                                   |
|                                 |                                      |  | Code                           | V   | Amount  | (D)  | Price                             |
| Common Stock                    | 02/22/2016                           |  | M                              |   | 54,879  | A  | 118,714                           |
|                                 |                                      |  |                                |   |   | D  |                                   |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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**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 |
| Performance Share Unit                     | \$ 0   | 02/22/2016                           |  | M                              | 54,879  | (1) 12/31/2015   | Common Stock  |       |
| Performance Share Unit                     | \$ 0   |                                      |  |                                |   | (1) 12/31/2016   | Common Stock  |       |
| Performance Share Unit                     | \$ 0   |                                      |  |                                |   | (1) 12/31/2017   | Common Stock  |       |
| Performance Share Unit                     | \$ 0   |                                      |  |                                |   | (1) 12/31/2018   | Common Stock  |       |
| Phantom Shares                             | (3)  |                                      |  |                                |   | (3) (3)  | Common Stock  | 25    |
| Restricted Share Unit                      | \$ 0   |                                      |  |                                |   | 02/20/2017(4) 02/20/2017                                 | Common Stock  |       |
| Restricted Share Unit                      | \$ 0   |                                      |  |                                |   | 02/23/2015(4) 02/23/2015                                 | Common Stock  |       |
| Restricted Share Unit                      | \$ 0   |                                      |  |                                |   | 02/23/2016(4) 02/23/2016                                 | Common Stock  |       |
| Restricted Share Unit                      | \$ 0   |                                      |  |                                |   | 02/18/2018(4) 02/18/2018                                 | Common Stock  |       |
| Restricted Share Unit                      | \$ 0   |                                      |  |                                |   | 02/17/2019(4) 02/17/2026                                 | Common Stock  |       |
| Stock Options (Right to Buy)               | \$ 21.28   |                                      |  |                                |   | 09/17/2009 09/17/2018                                    | Common Stock  |       |
| Stock Options (Right to Buy)               | \$ 8.25  |                                      |  |                                |   | 02/25/2011 02/25/2020                                    | Common Stock  |       |
| Stock Options (Right to Buy)               | \$ 1.37  |                                      |  |                                |   | 02/25/2010 02/25/2019                                    | Common Stock  |       |
| Stock Options                              | \$ 15.16   |                                      |  |                                |   | 02/24/2012 02/24/2021                                    | Common Stock  |       |

|                              |          |  |            |            |              |
|------------------------------|----------|--|------------|------------|--------------|
| (Right to Buy)               |          |  |            |            |              |
| 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 |
| 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 |

## Reporting Owners

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

## Signatures

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

02/24/2016

\_\_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).

- Performance Share Units granted as a performance award, vesting based upon degree of achievement of performance goal. At the end of
- (1) 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) The remaining 13,421 Performance Share Units of the original grant were forfeited.
  - (3) Represent phantom shares awarded under the Company's Supplemental Defined Contribution Plan for Executive Employees.
  - (4)

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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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.