

SHARP WILLIAM JOHN
Form 4
February 27, 2009

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SHARP WILLIAM JOHN

(Last) (First) (Middle)

C/O FERRO CORPORATION, 1000
LAKESIDE AVENUE

(Street)

CLEVELAND, OH 44114

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
FERRO CORP [FOE]

3. Date of Earliest Transaction
(Month/Day/Year)

02/25/2009

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)

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)
			Code	V Amount (D) Price			
Common Stock					4,225	D	
Common Stock					22,003.197 ⁽¹⁾	I	Director Deferred Comp Plan

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

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information contained in this form are not
required to respond unless the form
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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)	8. D S (C
				Code	V	(A)	(D)	Title	Amount or Number of Shares
Deferred Stock Units	(2)	02/25/2009		A		3,800 (2)		02/25/2010 02/25/2010	Common Stock 3,800
Deferred Stock Units	(2)							02/28/2009 02/28/2009	Common Stock 3,800
Stock Options (Right to Buy)	\$ 27.6875							04/23/2000 04/23/2009	Common Stock 2,500
Stock Options (Right to Buy)	\$ 22.875							04/28/2001 04/28/2010	Common Stock 2,500
Stock Options (Right to Buy)	\$ 20.7							04/27/2002 04/27/2011	Common Stock 2,500
Stock Options (Right to Buy)	\$ 25.5							02/11/2003 02/11/2012	Common Stock 2,500
Stock Options (Right to Buy)	\$ 21.26							02/29/2004 02/28/2013	Common Stock 7,000
Stock Options (Right to Buy)	\$ 26.26							02/09/2005 02/09/2014	Common Stock 7,000
Stock	\$ 19.39							02/07/2006 02/07/2015	Common 7,000

Stock

02/16/2007	02/16/2016	Common Stock	7,000
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHARP WILLIAM JOHN C/O FERRO CORPORATION 1000 LAKESIDE AVENUE CLEVELAND, OH 44114	X			

Signatures

/s/ John T. Bingle, Treasurer, by Power of Attorney 02/27/2009

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) Balance includes shares acquired pursuant to dividend reinvestment.

Award granted to Non-Employee Directors. At the end of the deferral period of one year, the units are redeemable for an equal number of

- (2) shares of Ferro Common Stock. The units do not have the right to vote or receive dividends and are subject to forfeiture if the recipient is no longer serving as a Director at the end of the deferral period except in the case of retirement, disability or death.

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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