

Kirsch James F  
 Form 4  
 April 14, 2009

**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 \*  
 Kirsch James F

(Last) (First) (Middle)  
 1000 LAKESIDE AVENUE  
 (Street)

CLEVELAND, OH 44114-1147  
 (City) (State) (Zip)

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

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 04/10/2009

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)  
 Chairman, President & CEO

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 - Restricted       | 04/10/2009                           |  | D                              |   | 35,000  | D  | 126,000                           |
| Common Stock - Restricted       | 04/10/2009                           |  | D                              |   | 48,500  | D  | 77,500                            |
| Common Stock                    | 04/10/2009                           |  | A                              |   | 9,292   | A  | 22,117                            |
| Common Stock                    | 04/10/2009                           |  | A                              |   | 12,876  | A  | 34,993                            |
|                                 |                                      |  |                                |   |   |  | 101,500                           |

Common  
Stock -  
Restricted  
Shares

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 Amount of Underlying Securities (Instr. 3 and 4) |              |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount or Number of Shares |
| Phantom Shares                             | (2)  |                                      |  |                                |   | (2)  | (2)   | Common Stock | 18,578.2808                |
| Stock Options (Right to Buy)               | \$ 21.15   |                                      |  |                                |   | 10/18/2004   | 10/18/2014  | Common Stock | 125,000                    |
| Stock Options (Right to Buy)               | \$ 20.69   |                                      |  |                                |   | 02/16/2007   | 02/16/2016  | Common Stock | 140,000                    |
| Stock Options (Right to Buy)               | \$ 21.99   |                                      |  |                                |   | 02/06/2008   | 02/06/2017  | Common Stock | 150,000                    |
| Stock Options (Right to Buy)               | \$ 17.26   |                                      |  |                                |   | 02/28/2009   | 02/28/2018  | Common Stock | 146,000                    |
| Stock Options (Right to Buy)               | \$ 1.37  |                                      |  |                                |   | 02/25/2010   | 02/25/2019  | Common Stock | 230,000                    |

Buy)

## Reporting Owners

| Reporting Owner Name / Address                                     | Relationships |           |                                 |       |
|--|---------------|-----------|---------------------------------|-------|
|  | Director      | 10% Owner | Officer                         | Other |
| Kirsch James F<br>1000 LAKESIDE AVENUE<br>CLEVELAND, OH 44114-1147 | X             |           | Chairman,<br>President &<br>CEO |       |

## Signatures

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

04/13/2009

\_\_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).

- Restricted shares of common stock granted under the Performance Share Plan. Restrictions expire based upon degree of achievement of
- (1) performance goal. At the end of the performance period, 50% of award is paid in shares free of restrictions, and 50% is paid in cash. If the amount awarded is less than 100% of the restricted shares, the balance is forfeited to the company.
  - (2) Represent phantom shares awarded under the Company's Supplemental Defined Contribution Plan for Executive Employees.

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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