

FERRO CORP

Form 4

November 14, 2014

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
RUTHERFORD JEFFREY L

(Last) (First) (Middle)

6060 PARKLAND BLVD

(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)
11/12/2014

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 ____ Other (specify
below) below)
V.P and CFO

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	11/12/2014		M	111,524	A \$ 0 ⁽¹⁾	159,824	D
Common Stock	11/12/2014		D	111,524	D \$ 13.14	48,300	D

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
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(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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number of Shares
Restricted Share Unit	\$ 0	11/12/2014		M	111,524	11/12/2014 11/12/2014	Common Stock 1
Performance Share Unit	\$ 0					(2) 12/31/2014	Common Stock 5
Performance Share Unit	\$ 0					(2) 12/31/2016	Common Stock 3
Performance Share Unit	\$ 0					(2) 12/31/2015	Common Stock 7
Phantom Shares	(3)					(3) (3)	Common Stock 3,3
Restricted Share Unit	\$ 0					02/20/2017 02/20/2017	Common Stock 1
Restricted Share Unit	\$ 0					04/02/2015 04/02/2015	Common Stock 2
Restricted Share Unit	\$ 0					02/23/2016 02/23/2016	Common Stock 3
Stock Options (Right to Buy)	\$ 5.95					04/02/2013 04/02/2022	Common Stock 4
Stock Options (Right to Buy)	\$ 5.29					02/21/2014 02/21/2023	Common Stock 6
Stock Options (Right to Buy)	\$ 13.09					02/20/2015 02/20/2024	Common Stock 2

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Reporting Owners

RUTHERFORD JEFFREY L
6060 PARKLAND BLVD
MAYFIELD HEIGHTS, OH 44124

V.P and CFO

Signatures

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

11/14/2014

__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) Each RSU is the economic equivalent to one Ferro common share. For reporting purposes, the cash settlement of the RSUs is treated as a conversion of the RSUs to common shares and the simultaneous disposition of such shares to the Company.

Performance Share Units granted as a performance award, vesting based upon degree of achievement of performance goal. At the end of
- (2) 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) 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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