

FERRO CORP
Form 4
February 20, 2015

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Thomas Peter T

(Last) (First) (Middle)

C/O FERRO CORPORATION, 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)
02/18/2015

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 and 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)
Common Stock				(A) or (D)	66,718	D	
Common Stock				(A) or (D)	1,175.2327	I	Investment Savings 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
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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 An Underlying Sec (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	A N S
Stock Options (Right to Buy)	\$ 12.33	02/18/2015		A		107,300		02/18/2016	02/18/2025	Common Stock	
Restricted Share Unit	\$ 0	02/18/2015		A		49,700		02/18/2018 ⁽¹⁾	02/18/2018	Common Stock	
Performance Share Unit	\$ 0	02/18/2015		A		124,200		⁽²⁾	12/31/2017	Common Stock	
Performance Share Unit	\$ 0							⁽²⁾	12/31/2016	Common Stock	
Performance Share Unit	\$ 0							⁽²⁾	12/31/2014	Common Stock	
Performance Share Unit	\$ 0							⁽²⁾	12/31/2015	Common Stock	
Phantom Shares	⁽³⁾							⁽³⁾	⁽³⁾	Common Stock	7
Restricted Share Unit	\$ 0							04/24/2016 ⁽¹⁾	04/24/2016	Common Stock	
Restricted Share Unit	\$ 0							02/20/2017 ⁽¹⁾	02/20/2017	Common Stock	
Restricted Share Unit	\$ 0							12/29/2017 ⁽¹⁾	12/29/2017	Common Stock	
Restricted Share Unit	\$ 0							02/23/2015 ⁽¹⁾	02/23/2015	Common Stock	
Restricted Share Unit	\$ 0							02/23/2016 ⁽¹⁾	02/23/2016	Common Stock	
Stock Options (Right to Buy)	\$ 19.39							02/07/2006	02/07/2015	Common Stock	
Stock Options	\$ 20.69							02/16/2007	02/16/2016	Common Stock	

(Right to Buy)

Stock Options (Right to Buy)	\$ 21.99	02/06/2008	02/06/2017	Common Stock
Stock Options (Right to Buy)	\$ 17.26	02/28/2009	02/28/2018	Common Stock
Stock Options (Right to Buy)	\$ 8.25	02/25/2011	02/25/2020	Common Stock
Stock Options (Right to Buy)	\$ 7.02	04/24/2014	04/24/2023	Common Stock
Stock Options (Right to Buy)	\$ 1.37	02/25/2010	02/25/2019	Common Stock
Stock Options (Right to Buy)	\$ 15.16	02/24/2012	02/24/2021	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
Stock Options (Right to Buy)	\$ 13.09	02/20/2015	02/20/2024	Common Stock

Reporting Owners

Reporting Owner Name / Address

Relationships

Director

10% Owner

Officer

Other

X

Chairman, President and CEO

Thomas Peter T
C/O FERRO CORPORATION
6060 PARKLAND BOULEVARD
MAYFIELD HEIGHTS, OH 44124

Signatures

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

02/20/2015

__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) 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.

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) 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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