

SULLIVAN DENNIS W  
Form 4  
January 09, 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 \*  
SULLIVAN DENNIS W

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
01/07/2009

Director  10% Owner  
 Officer (give title below)  Other (specify below)

C/O FERRO CORPORATION, 1000 LAKESIDE AVENUE

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

CLEVELAND, OH 44114

(City) (State) (Zip)

**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                    | 01/07/2009                           |  | A                              |   | 2,386.33<br>(1)   | A  | \$ 7.4382   |
|                                 |                                      |  |                                |   | 43,606.505<br>(2)   | I  |   |
| Common Stock                    |                                      |  |                                |   | 2,625   | D  |   |

Director  
Deferred  
Comp  
Plan

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

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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. Price or Value of Underlying Securities (Instr. 3 and 4) |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title   | Amount or Number of Shares |
| Stock Options (Right to Buy)               | \$ 28.4375   |                                      |  |                                |   | 04/24/1999   | 04/24/2008  | Common Stock  | 2,500                      |
| Deferred Stock Units                       | (3)  |                                      |  |                                |   | 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                      |

Buy)

Stock

Options  
(Right to Buy) \$ 19.39

02/07/2006 02/07/2015

Common  
Stock 7,000

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| SULLIVAN DENNIS W<br>C/O FERRO CORPORATION<br>1000 LAKESIDE AVENUE<br>CLEVELAND, OH 44114 | X             |           |         |       |

## Signatures

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

01/09/2009

\*\*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).

- Director Fees are deferred quarterly to the Ferro Corporation Deferred Compensation Plan for Non-Employee Directors, which in turn,
- (1) makes contributions to the Ferro Dividend Reinvestment Plan for the purchase of Ferro Common Stock. Deferral elections are irrevocable and distributions occur only upon death or cessation of the directorship.
  - (2) Balance includes shares acquired pursuant to dividend reinvestment.

- (3) 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 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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