

FERRO CORP
Form 4
June 11, 2014

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 *
Killian Ann

(Last) (First) (Middle)
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)
06/10/2014

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)
Vice President, Human Resource

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	06/10/2014		M		35,000	A	\$ 1.37
Common Stock	06/10/2014		D		35,000	D	\$ 12.5826

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 Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Stock Options (Right to Buy)	\$ 1.37	06/10/2014		M	35,000	02/25/2010	02/25/2019	Common Stock	3
Performance Share Unit	\$ 0					(2)	12/31/2016	Common Stock	1
Performance Share Unit	\$ 0					(2)	12/31/2014	Common Stock	3
Performance Share Unit	\$ 0					(2)	12/31/2015	Common Stock	5
Phantom Shares (3)	(3)					(3)	(3)	Common Stock	19,3
Restricted Share Unit	\$ 0					02/20/2017	02/20/2017	Common Stock	6
Restricted Share Unit	\$ 0					02/23/2015	02/23/2015	Common Stock	1
Restricted Share Unit	\$ 0					02/23/2016	02/23/2016	Common Stock	2
Stock Options (Right to Buy)	\$ 21.01					07/11/2006	07/11/2015	Common Stock	3
Stock Options (Right to Buy)	\$ 20.69					02/16/2007	02/16/2016	Common Stock	1
Stock Options (Right to Buy)	\$ 21.99					02/06/2008	02/06/2017	Common Stock	1
Stock Options (Right to Buy)	\$ 17.26					02/28/2009	02/28/2018	Common Stock	1

Buy)

Stock

Options
(Right to
Buy)

\$ 8.25

02/25/2011 02/25/2020

Common
Stock

3

Stock

Options
(Right to
Buy)

\$ 15.16

02/24/2012 02/24/2021

Common
Stock

2

Stock

Options
(Right to
Buy)

\$ 6.84

02/23/2013 02/23/2022

Common
Stock

3

Stock

Options
(Right to
Buy)

\$ 5.29

02/21/2014 02/21/2023

Common
Stock

4

Stock

Options
(Right to
Buy)

\$ 13.09

02/20/2015 02/20/2024

Common
Stock

1

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Killian Ann
6060 PARKLAND BOULEVARD
MAYFIELD HEIGHTS, OH 44124

Vice President, Human Resource

Signatures

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

06/11/2014

**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).

Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$12.53-\$12.67. The
(1) reporting person hereby undertakes, upon request of the Commission, the issuer or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price.

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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