

FERRO CORP
Form 4
February 22, 2017

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Bingle John

(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)

02/20/2017

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)

Treasurer

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D) Price			
Common Stock	02/20/2017		M		900	A <u>11</u>	18,582	D	
Common Stock	02/20/2017		F		335	D \$ 14.18	18,247	D	
Common Stock							10.8345	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 Amount Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Restricted Share Unit	\$ 0	02/20/2017		M	900	02/20/2017 02/20/2017	Common Stock 9
Performance Share Unit	\$ 0					(2) 12/31/2016	Common Stock 2,
Performance Share Unit	\$ 0					(2) 12/31/2019	Common Stock 2,
Performance Share Unit	\$ 0					(2) 12/31/2017	Common Stock 2,
Performance Share Unit	\$ 0					(2) 12/31/2018	Common Stock 3,
Phantom Shares	(3)					(3) (3)	Common Stock 2,539
Restricted Share Unit	\$ 0					02/17/2019 02/17/2019	Common Stock 1,
Restricted Share Unit	\$ 0					02/15/2020 02/15/2020	Common Stock 8
Restricted Share Unit	\$ 0					02/23/2015(4) 02/23/2015	Common Stock 2,
Restricted Share Unit	\$ 0					02/23/2016(4) 02/23/2016	Common Stock 2,
Restricted Share Unit	\$ 0					02/18/2018 02/18/2018	Common Stock 1,
Stock Options (Right to Buy)	\$ 17.26					02/28/2009 02/28/2018	Common Stock 3,
Stock Options	\$ 8.25					02/25/2011 02/25/2020	Common Stock 2,

(Right to
Buy)

Stock

Options
(Right to
Buy)

\$ 1.37

02/25/2010

02/25/2019

Common
Stock

1,

Stock

Options
(Right to
Buy)

\$ 15.16

02/24/2012

02/24/2021

Common
Stock

6,

Stock

Options
(Right to
Buy)

\$ 6.84

02/23/2013

02/23/2022

Common
Stock

4,

Stock

Options
(Right to
Buy)

\$ 5.29

02/21/2014

02/21/2023

Common
Stock

5,

Stock

Options
(Right to
Buy)

\$ 13.09

02/20/2015

02/20/2024

Common
Stock

1,

Stock

Options
(Right to
Buy)

\$ 12.33

02/18/2016

02/18/2025

Common
Stock

2,

Stock

Options
(Right to
Buy)

\$ 9.6

02/17/2017

02/17/2026

Common
Stock

3,

Stock

Options
(Right to
Buy)

\$ 14.27

02/15/2018

02/15/2027

Common
Stock

2,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bingle John 6060 PARKLAND BOULEVARD MAYFIELD HEIGHTS, OH 44124			Treasurer	

Signatures

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

02/22/2017

__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) Restricted share units convert into Common Stock on a one-to-one basis.

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.

(4) 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.

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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