

Schlater Benjamin  
Form 4  
November 19, 2018

**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 \*  
Schlater Benjamin

(Last) (First) (Middle)

6060 PARKLAND BLVD, SUITE 250

(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)  
11/16/2018

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)

Chief Financial Officer

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  | (A) or (D)   | Price   |
| Common Stock                    | 11/16/2018                           |  | M                              |   | 3,247   | A  | \$ 11.97  |
| Common Stock                    | 11/16/2018                           |  | M                              |   | 2,179   | A  | \$ 9.6  |
| Common Stock                    | 11/16/2018                           |  | S                              |   | 2,179   | D  | \$ 19.5281  |
| Common Stock                    | 11/16/2018                           |  | S                              |   | 3,247   | D  | \$ 19.5281  |

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

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(9-02)

**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 |     | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | Amount Number Shares |
|--|--|--------------------------------------|--|--------------------------------|------------------------------------|-----|--|-----------------|---|----------------------|
|  |  |                                      |  |                                | (A)                                | (D) | Date Exercisable   | Expiration Date |   |                      |
| Stock Options (Right to Buy)               | \$ 11.97   | 11/16/2018                           |  | M                              | 3,247                              |     | 09/01/2016   | 09/01/2025      | Common Stock  | 3,247                |
| Stock Options (Right to Buy)               | \$ 9.6   | 11/16/2018                           |  | M                              | 2,179                              |     | 02/17/2017   | 02/17/2026      | Common Stock  | 2,179                |
| Performance Share Unit                     | \$ 0   |                                      |  |                                |                                    |     | (2)  | 12/31/2018      | Common Stock  | 15,000               |
| Performance Share Unit                     | \$ 0   |                                      |  |                                |                                    |     | (2)  | 12/31/2019      | Common Stock  | 17,000               |
| Performance Share Unit                     | \$ 0   |                                      |  |                                |                                    |     | (2)  | 12/31/2020      | Common Stock  | 12,000               |
| Phantom Shares                             | (3)  |                                      |  |                                |                                    |     | (3)  | (3)             | Common Stock  | 2,917                |
| Restricted Share Unit                      | \$ 0   |                                      |  |                                |                                    |     | 02/17/2019   | 02/17/2019      | Common Stock  | 4,700                |
| Restricted Share Unit                      | \$ 0   |                                      |  |                                |                                    |     | 09/01/2019   | 09/01/2019      | Common Stock  | 1,500                |
| Restricted Share Unit                      | \$ 0   |                                      |  |                                |                                    |     | 02/15/2020   | 02/15/2020      | Common Stock  | 6,900                |
| Restricted Share Unit                      | \$ 0   |                                      |  |                                |                                    |     | 02/21/2021   | 02/21/2021      | Common Stock  | 5,000                |
| Stock Options                              | \$ 22.01   |                                      |  |                                |                                    |     | (4)  | 02/21/2028      | Common Stock  | 16,000               |

(Right to Buy)

Stock

Options (Right to Buy) \$ 14.27

02/15/2018 02/15/2027

Common Stock

20,

Stock

Options (Right to Buy) \$ 13.35

09/01/2017 09/01/2026

Common Stock

3,0

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                         |       |
|--|---------------|-----------|-------------------------|-------|
|  | Director      | 10% Owner | Officer                 | Other |
| Schlater Benjamin<br>6060 PARKLAND BLVD<br>SUITE 250<br>MAYFIELD HEIGHTS, OH 44124 |               |           | Chief Financial Officer |       |

## Signatures

/s/ Richard Shuttie, Treasurer, by Power of Attorney

11/19/2018

\_\_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 \$19.50-\$19.59. 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.

(4) 33+% per year for 3 years beginning on 21-Feb-2019

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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