

BENSON M CRAIG  
Form 4  
February 09, 2005

**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 \*  
BENSON M CRAIG

(Last) (First) (Middle)

1000 LAKESIDE AVENUE

(Street)

CLEVELAND, OH 44114-1147

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
02/07/2005

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D) Code V Amount (D) Price                                |   |  |   |
| Common Stock                    |                                      |  |                                |   | 2,100   | D  |   |
| Common Stock                    |                                      |  |                                |   | 3,822.08  | I  | Investment Savings Plan                               |
| Common Stock - Restricted       | 02/07/2005                           |  | A <sup>(1)</sup>               | 7,300 A   | \$ 25,600 19.39   | D  |   |
| Common Stock - Supp Exec        |                                      |  |                                |   | 1,342.6601  | D  |   |

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Defined

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 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) |                  |                 |              |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------|-----------------|--------------|----------------------------|
|  |  |                                      |  | Code                           | V   | (A)  | (D)   | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares |
| Stock Options (Right to buy)               | \$ 18.5  |                                      |  |                                |   |  |   | 02/11/2001       | 02/11/2010      | Common Stock | 5,500                      |
| Stock Options (Right to buy)               | \$ 19.39   | 02/07/2005                           |  | A <sup>(2)</sup>               |   | 20,884   |   | 02/07/2006       | 02/07/2015      | Common Stock | 20,884                     |
| Stock Options (Right to buy)               | \$ 19.39   | 02/07/2005                           |  | A <sup>(2)</sup>               |   | 12,116   |   | 02/07/2006       | 02/07/2015      | Common Stock | 12,116                     |
| Stock Options (Right to buy)               | \$ 21.26   |                                      |  |                                |   |  |   | 02/29/2004       | 02/28/2013      | Common Stock | 7,000                      |
| Stock Options (Right to buy)               | \$ 23.6  |                                      |  |                                |   |  |   | 02/09/2002       | 02/09/2011      | Common Stock | 7,500                      |
| Stock Options (Right to buy)               | \$ 25.5  |                                      |  |                                |   |  |   | 02/11/2003       | 02/11/2012      | Common Stock | 10,000                     |
|  | \$ 26.26   |                                      |  |                                |   |  |   | 02/09/2005       | 02/09/2014      |              | 20,000                     |

Stock  
Options  
(Right to  
buy)

Common  
Stock

## Reporting Owners

| Reporting Owner Name / Address                                     | Relationships |           |                |       |
|--|---------------|-----------|----------------|-------|
|  | Director      | 10% Owner | Officer        | Other |
| BENSON M CRAIG<br>1000 LAKESIDE AVENUE<br>CLEVELAND, OH 44114-1147 |               |           | Vice President |       |

## Signatures

M. Craig  
Benson

02/09/2005

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 shares of common stock granted under the Performance Share Plan. Restrictions expire based upon degree of achievement of performance goal. At the end of the performance period, 50% of award is paid in shares free of restrictions, and 50% is paid in cash. If the amount awarded is less than 100% of the restricted shares, the balance is forfeited to the company.
  - (2) Stock Option Grant. Ten year life; 25% vesting the first four years. Upon retirement, unvested options become fully vested and available to exercise for the remaining life of the options.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.