FERRO CORP
Form 4
February 19, 2016

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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 Number:	3235-0287
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Thomas Peter T

(Last) (First) (Middle)

C/O FERRO CORPORATION, 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)
02/17/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Chairman, President and CEO

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								139,818	D	
Common Stock								1,174.6326	I	Investment Savings Plan

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (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 Am Underlying Sec (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	A N S
Stock Options (Right to Buy)	$ 9.6	02/17/2016		A		185,700		02/17/2017	02/17/2026	Common Stock	
Restricted Share Unit	$ 0	02/17/2016		A		63,300		02/17/2019(1)	02/17/2026	Common Stock	
Performance Share Unit	$ 0	02/17/2016		A		158,200		(2)	12/31/2018	Common Stock	
Performance Share Unit	$ 0							(2)	12/31/2016	Common Stock	
Performance Share Unit	$ 0							(2)	12/31/2015	Common Stock	
Performance Share Unit	$ 0							(2)	12/31/2017	Common Stock	
Phantom Shares (3)	(3) (4)							(3)(4)	(3)(4)	Common Stock	9
Restricted Share Unit	$ 0							04/24/2016	04/24/2016	Common Stock	
Restricted Share Unit	$ 0							02/20/2017	02/20/2017	Common Stock	
Restricted Share Unit	$ 0							12/29/2017	12/29/2017	Common Stock	
Restricted Share Unit	$ 0							02/23/2015	02/23/2015	Common Stock	
Restricted Share Unit	$ 0							02/23/2016	02/23/2016	Common Stock	
Restricted Share Unit	$ 0							02/18/2018	02/18/2018	Common Stock	
Stock Options (Right to Buy)	$ 21.99							02/06/2008	02/06/2017	Common Stock	

Stock Options (Right to Buy)	$ 17.26		02/28/2009	02/28/2018	Common Stock
Stock Options (Right to Buy)	$ 8.25		02/25/2011	02/25/2020	Common Stock
Stock Options (Right to Buy)	$ 7.02		04/24/2014	04/24/2023	Common Stock
Stock Options (Right to Buy)	$ 1.37		02/25/2010	02/25/2019	Common Stock
Stock Options (Right to Buy)	$ 15.16		02/24/2012	02/24/2021	Common Stock
Stock Options (Right to Buy)	$ 6.84		02/23/2013	02/23/2022	Common Stock
Stock Options (Right to Buy)	$ 5.29		02/21/2014	02/21/2023	Common Stock
Stock Options (Right to Buy)	$ 13.09		02/20/2015	02/20/2024	Common Stock
Stock Options (Right to Buy)	$ 12.33		02/18/2016	02/18/2025	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Thomas Peter T C/O FERRO CORPORATION 6060 PARKLAND BOULEVARD MAYFIELD HEIGHTS, OH 44124	X		Chairman, President and CEO	

Signatures

/s/ John T. Bingle, Treasurer, by Power of Attorney	02/19/2016
**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) 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.

(2) Performance Share Units granted as a performance award, vesting based upon degree of acheivement of performance goal. At the end of 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. These shares were previously disclosed in Table I of this Form and have been moved to Table II of this Form. This transaction is not a disposition.

(4) 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.
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.