

FERRO CORP
Form 4
February 24, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
RUTHERFORD JEFFREY L

(Last) (First) (Middle)
6060 PARKLAND BLVD
(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)
02/22/2016

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)
V.P and CFO

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)
Common Stock	02/22/2016		M	62,111 A	110,411	D	
Common Stock					58,200	I	By Alison Rutherford

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)	8. An
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Performance Share Unit	\$ 0	02/22/2016		M	62,111	<u>(1)</u> 12/31/2015	Common Stock	
Performance Share Unit	\$ 0					<u>(1)</u> 12/31/2016	Common Stock	
Performance Share Unit	\$ 0					<u>(1)</u> 12/31/2017	Common Stock	
Performance Share Unit	\$ 0					<u>(1)</u> 12/31/2018	Common Stock	
Phantom Shares	<u>(3)</u>					<u>(3)</u> <u>(3)</u>	Common Stock	14
Restricted Share Unit	\$ 0					02/20/2017 ⁽⁴⁾ 02/20/2017	Common Stock	
Restricted Share Unit	\$ 0					04/02/2015 ⁽⁴⁾ 04/02/2015	Common Stock	
Restricted Share Unit	\$ 0					02/23/2016 ⁽⁴⁾ 02/23/2016	Common Stock	
Restricted Share Unit	\$ 0					02/18/2018 ⁽⁴⁾ 02/18/2018	Common Stock	
Restricted Share Unit	\$ 0					02/17/2019 ⁽⁴⁾ 02/17/2026	Common Stock	
Stock Options (Right to Buy)	\$ 5.95					04/02/2013 04/02/2022	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	

