

ORTINO HECTOR R
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 *
ORTINO HECTOR R

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1000 LAKESIDE AVENUE

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

Director 10% Owner
 Officer (give title below) Other (specify below)
Corporate Executive Officer / Corporate Executive Officer

(Street)
CLEVELAND, OH 44114-1147

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4)
				(A) or (D) Code V Amount Price			
Common Stock					17,579.17	I	Investment Savings Plan
Common Stock					5,977	I	Owned by Spouse
Common Stock					700	I	H&B Ortino Irrevocable Trust
					73,034	I	

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Common Stock								Hector Ruben Ortino, Trust
Common Stock - Restricted	02/07/2005		A ⁽¹⁾	30,000	A	\$ 19.39	146,500	D
Common Stock - Deferred Bonus Plan							1,924.4357	D
Common Stock - Supp Exec Defined							12,494.0251	D

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 A Underlying S (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Stock Options (Right to buy)	\$ 18.5					02/11/2001 ⁽²⁾	02/11/2010 ⁽²⁾			Common Stock
Stock Options (Right to buy)	\$ 19.39	02/07/2005		A ⁽²⁾	156,843	02/07/2006	02/07/2015			Common Stock
Stock Options (Right to buy)	\$ 19.39	02/07/2005		A ⁽²⁾	5,157	02/07/2009	02/07/2015			Common Stock

Stock Options (Right to buy)	\$ 19.5	01/17/1998 ⁽²⁾	01/17/2007 ⁽²⁾	Common Stock
Stock Options (Right to buy)	\$ 21.0625	02/25/2000 ⁽²⁾	02/25/2009 ⁽²⁾	Common Stock
Stock Options (Right to buy)	\$ 21.26	02/28/2007 ⁽²⁾	02/28/2013 ⁽²⁾	Common Stock
Stock Options (Right to buy)	\$ 22.9375	01/13/1999 ⁽²⁾	01/13/2008 ⁽²⁾	Common Stock
Stock Options (Right to buy)	\$ 23.6	02/09/2002 ⁽²⁾	02/09/2011 ⁽²⁾	Common Stock
Stock Options (Right to buy)	\$ 25.5	02/11/2006 ⁽²⁾	02/11/2012 ⁽²⁾	Common Stock
Stock Options (Right to buy)	\$ 26.26	02/09/2005	02/09/2014	Common Stock
ESOP Convertible Preferred	\$ 2.5988	<u>(3)</u>	<u>(3)</u>	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ORTINO HECTOR R 1000 LAKESIDE AVENUE CLEVELAND, OH 44114-1147	X		Corporate Executive Officer	Corporate Executive Officer

Signatures

Hector R Ortino 02/09/2005
 **Signature of Date
 Reporting Person

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.
 - (3) Price per share at which Ferro issued 1,520,215 shares of 7% Series A ESOP convertible Preferred Stock. Employees were only able to obtain preferred shares as part of the ESOP company match program. Shares can only be converted to common shares for distribution.

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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