

FERRO CORP  
Form 4  
February 24, 2014

**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 \*  
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)  
02/20/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_ Other (specify below)  
V.P and CFO

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 Ownership (Instr. 4)
Common Stock				(A) or (D)	48,300	D	

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

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SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Restricted Share Unit	\$ 0	02/20/2014		A		12,300		02/20/2017	02/20/2017	Common Stock	12
Stock Options (Right to Buy)	\$ 13.09	02/20/2014		A		25,400		02/20/2015	02/20/2024	Common Stock	25
Performance Share Unit	\$ 0	02/20/2014		A		30,700		(1)	12/31/2016	Common Stock	30
Performance Share Unit	\$ 0							(1)	12/31/2014	Common Stock	58
Performance Share Unit	\$ 0							(1)	12/31/2015	Common Stock	77
Phantom Shares	(2)							(2)	(2)	Common Stock	3,32
Restricted Share Unit	\$ 0							11/12/2014	11/12/2014	Common Stock	11
Restricted Share Unit	\$ 0							04/02/2015	04/02/2015	Common Stock	23
Restricted Share Unit	\$ 0							02/23/2016	02/23/2016	Common Stock	30
Stock Options (Right to Buy)	\$ 5.95							04/02/2013	04/02/2022	Common Stock	49
Stock Options (Right to Buy)	\$ 5.29							02/21/2014	02/21/2023	Common Stock	65

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director    10% Owner    Officer    Other  
 V.P and CFO

RUTHERFORD JEFFREY L  
6060 PARKLAND BLVD  
MAYFIELD HEIGHTS, OH 44124

## Signatures

/s/ John T. Bingle, Treasurer, by Power of  
Attorney

02/24/2014

\_\_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).

- Performance Share Units granted as a performance award, vesting based upon degree of achievement of performance goal. At the end of
- (1) 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.
  - (2) 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.

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