FERRO CORP Form 4

February 19, 2016

FORM 4

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

OMB Number:

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obligations

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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** RUTHERFORD JEFFREY L	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) t Issuer		
	FERRO CORP [FOE]	(Check all applicable)		
(Last) (First) (Middle)	3. Date of Earliest Transaction			
	(Month/Day/Year)	Director 10% Owner		
6060 PARKLAND BLVD	02/17/2016	_X_ Officer (give title Other (speci below)		
		V.P and CFO		
(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Chec Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
MAYFIELD HEIGHTS, OH 44124	Filed(Month/Day/Year)			

(City)	(State)	Zip) Table	e I - Non-D	erivative Securities Ac	equired, Disposed	of, or Benefici	ally Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities nAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price	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					48,300	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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$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. 5. Number of TransactionDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amo Underlying Secu (Instr. 3 and 4)	
Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)						
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	An Nu Sh
Stock Options (Right to Buy)	\$ 9.6	02/17/2016		A	49,500	02/17/2017	02/17/2026	Common Stock	
Restricted Share Unit	\$ 0	02/17/2016		A	16,900	02/17/2019(1)	02/17/2026	Common Stock	
Performance Share Unit	\$ 0	02/17/2016		A	42,200	(2)	12/31/2018	Common Stock	
Performance Share Unit	\$ 0					(2)	12/31/2016	Common Stock	
Performance Share Unit	\$ 0					<u>(2)</u>	12/31/2015	Common Stock	
Performance Share Unit	\$ 0					(2)	12/31/2017	Common Stock	
Phantom Shares	<u>(3)</u>					(3)	(3)	Common Stock	14
Restricted Share Unit	\$ 0					02/20/2017	02/20/2017	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)	\$ 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	\$ 13.09					02/20/2015	02/20/2024	Common Stock	

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(Right to Buy)

Stock

Options Common 02/18/2025 \$ 12.33 02/18/2016 (Right to Stock

Buy)

Restricted Common 04/02/2015 \$0 04/02/2015

Share Unit Stock

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

RUTHERFORD JEFFREY L 6060 PARKLAND BLVD MAYFIELD HEIGHTS, OH 44124

V.P and CFO

Signatures

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

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

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.

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