

Duesenberg Mark Hugo
Form 4
March 09, 2018

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Duesenberg Mark Hugo

(Last) (First) (Middle)

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)

03/07/2018

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 ____ Other (specify
below) below)

General Counsel

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)
Common Stock	03/07/2018		M	V Amount (A) or (D) Price	12,000 A \$ 1.37	180,631	D
Common Stock	03/07/2018		S ⁽¹⁾	12,000 D \$ 24.0802	168,631	D	
				(2)			

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 Underlying Security (Instr. 3 and 4)	8. Amount of Underlying Security Owned
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Stock Options (Right to Buy)	\$ 1.37	03/07/2018		M	12,000	02/25/2010	02/25/2019	Common Stock
Performance Share Unit	\$ 0					(3)	12/31/2018	Common Stock
Performance Share Unit	\$ 0					(3)	12/31/2019	Common Stock
Performance Share Unit	\$ 0					(3)	12/31/2020	Common Stock
Phantom Shares	(4)					(4)	(4)	Common Stock
Restricted Share Unit	\$ 0					02/20/2017(5)	02/20/2017	Common Stock
Restricted Share Unit	\$ 0					02/18/2018(5)	02/18/2018	Common Stock
Restricted Share Unit	\$ 0					02/17/2019(5)	02/17/2019	Common Stock
Restricted Share Unit	\$ 0					02/15/2020(5)	02/15/2020	Common Stock
Restricted Share Unit	\$ 0					02/21/2021(5)	02/21/2021	Common Stock
Stock Options (Right to Buy)	\$ 22.01					(6)	02/21/2028	Common Stock
Stock Options (Right to Buy)	\$ 15.16					02/24/2012	02/24/2021	Common Stock
Stock Options	\$ 14.27					02/15/2018	02/15/2027	Common Stock

(Right to
Buy)Stock
Options
(Right to
Buy)

\$ 13.09

02/20/2015

02/20/2024

Common
StockStock
Options
(Right to
Buy)

\$ 12.33

02/18/2016

02/18/2025

Common
StockStock
Options
(Right to
Buy)

\$ 9.6

02/17/2017

02/17/2026

Common
StockStock
Options
(Right to
Buy)

\$ 8.25

02/25/2011

02/25/2020

Common
StockStock
Options
(Right to
Buy)

\$ 6.84

02/23/2013

02/23/2022

Common
StockStock
Options
(Right to
Buy)

\$ 5.29

02/21/2014

02/21/2023

Common
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Duesenberg Mark Hugo 6060 PARKLAND BOULEVARD MAYFIELD HEIGHTS, OH 44124			General Counsel	

Signatures

/s/ Richard Shuttie, Treasurer, by Power of
Attorney

03/09/2018

**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 sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan previously adopted by Mr. Duesenberg.

(2)

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Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$23.93-\$24.31. The reporting person hereby undertakes, upon request of the Commission, the issuer or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price.

- (3) Performance Share Units granted as a performance award, vesting based upon degree of achievement 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.
- (4) Represent phantom shares awarded under the Company's Supplemental Defined Contribution Plan for Executive Employees.
- (5) 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.
- (6) 33+% per year for 3 years beginning on 21-Feb-2019

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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