

Thomas Peter T  
Form 4  
February 27, 2012

# 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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Thomas Peter T

(Last) (First) (Middle)

C/O FERRO CORPORATION, 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)

02/23/2012

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 \_\_\_\_ Other (specify  
below) below)

Vice President, PCEM

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<br>Security<br>(Instr. 3)     | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|-------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                           | 02/25/2012                              |                                                             | F                                    | 4,140 D                                                                    | \$<br>6.9 15,184 <sup>(1)</sup>                                                                                    | D                                                                    |                                                                   |
| Common<br>Stock                           |                                         |                                                             |                                      |                                                                            | 1,186.3826                                                                                                         | I                                                                    | Investment<br>Savings<br>Plan                                     |
| Common<br>Stock -<br>Restricted<br>Shares |                                         |                                                             |                                      |                                                                            | 24,000 <sup>(1)</sup>                                                                                              | 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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount<br>Underlying Security<br>(Instr. 3 and 4) |                    |                 |                            |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|----------------------------------------------------------------|--------------------|-----------------|----------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                            | (A)                                                            | (D) | Date<br>Exercisable                                            | Expiration<br>Date | Title           | Amount<br>Number<br>Shares |
| Stock<br>Options<br>(Right to<br>Buy)               | \$ 6.84                                                               | 02/23/2012                              |                                                             | A                                       |                                                                                                              | 45,500                                                         |     | 02/23/2013                                                     | 02/23/2022         | Common<br>Stock | 4                          |
| Restricted<br>Share Unit                            | \$ 0                                                                  | 02/23/2012                              |                                                             | A                                       |                                                                                                              | 21,200                                                         |     | 02/23/2015                                                     | 02/23/2015         | Common<br>Stock | 2                          |
| Performance<br>Share Unit                           | \$ 0                                                                  | 02/23/2012                              |                                                             | A                                       |                                                                                                              | 53,100                                                         |     | (2)                                                            | 12/31/2014         | Common<br>Stock | 5                          |
| Phantom<br>Shares                                   | (3)                                                                   |                                         |                                                             |                                         |                                                                                                              |                                                                |     | (3)                                                            | (3)                | Common<br>Stock | 25,8                       |
| Stock<br>Options<br>(Right to<br>Buy)               | \$ 21.26                                                              |                                         |                                                             |                                         |                                                                                                              |                                                                |     | 02/28/2004                                                     | 02/28/2013         | Common<br>Stock | 7                          |
| Stock<br>Options<br>(Right to<br>Buy)               | \$ 26.26                                                              |                                         |                                                             |                                         |                                                                                                              |                                                                |     | 02/09/2005                                                     | 02/09/2014         | Common<br>Stock | 7                          |
| Stock<br>Options<br>(Right to<br>Buy)               | \$ 19.39                                                              |                                         |                                                             |                                         |                                                                                                              |                                                                |     | 02/07/2006                                                     | 02/07/2015         | Common<br>Stock | 8                          |
| Stock<br>Options<br>(Right to<br>Buy)               | \$ 20.69                                                              |                                         |                                                             |                                         |                                                                                                              |                                                                |     | 02/16/2007                                                     | 02/16/2016         | Common<br>Stock | 1                          |
| Stock<br>Options<br>(Right to                       | \$ 21.99                                                              |                                         |                                                             |                                         |                                                                                                              |                                                                |     | 02/06/2008                                                     | 02/06/2017         | Common<br>Stock | 2                          |

Buy)

Stock

Options  
(Right to  
Buy)

\$ 17.26

02/28/2009 02/28/2018

Common  
Stock

2

Stock

Options  
(Right to  
Buy)

\$ 8.25

02/25/2011 02/25/2020

Common  
Stock

4

Stock

Options  
(Right to  
Buy)

\$ 1.37

02/25/2010 02/25/2019

Common  
Stock

2

Stock

Options  
(Right to  
Buy)

\$ 15.16

02/24/2012 02/24/2021

Common  
Stock

3

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director    10% Owner    Officer    Other

Thomas Peter T  
C/O FERRO CORPORATION  
6060 PARKLAND BOULEVARD  
MAYFIELD HEIGHTS, OH 44124

Vice President, PCEM

## Signatures

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

02/27/2012

\_\_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) Balance includes vesting of restricted shares net of forfeiture for tax liability.

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.

(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.

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