

FERRO CORP  
Form 4  
February 17, 2017

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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**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 \*  
Schlater Benjamin

(Last) (First) (Middle)

6060 PARKLAND BLVD, SUITE 250

(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)  
02/15/2017

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

Chief Financial Officer

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |
|                                 |                                      |  |                                | Code  | V   | Amount   |   |

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)**

| 1. Title of Derivative Security | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|

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| (Instr. 3)                   | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D)<br>(Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable          | Expiration Date | Title        | An<br>Nu<br>Sh |
|------------------------------|------------------------------|------------------|------------|---|------|---|-----|-----|---------------------------|-----------------|--------------|----------------|
| Stock Options (Right to Buy) | \$ 14.27                     | 02/15/2017       | A          | 20,600  |      |   |     |     | 02/15/2018                | 02/15/2027      | Common Stock |                |
| Restricted Share Unit        | \$ 0                         | 02/15/2017       | A          | 6,900   |      |   |     |     | 02/15/2020 <sup>(1)</sup> | 02/15/2020      | Common Stock |                |
| Performance Share Unit       | \$ 0                         | 02/15/2017       | A          | 17,300  |      |   |     |     | <sup>(2)</sup>            | 12/31/2019      | Common Stock |                |
| Performance Share Unit       | \$ 0                         |                  |            |   |      |   |     |     | <sup>(2)</sup>            | 12/31/2017      | Common Stock |                |
| Performance Share Unit       | \$ 0                         |                  |            |   |      |   |     |     | <sup>(2)</sup>            | 12/31/2018      | Common Stock |                |
| Performance Share Unit       | \$ 0                         |                  |            |   |      |   |     |     | <sup>(2)</sup>            | 12/31/2018      | Common Stock |                |
| Phantom Shares               | <sup>(3)</sup>               |                  |            |   |      |   |     |     | <sup>(3)</sup>            | <sup>(3)</sup>  | Common Stock | 1,             |
| Restricted Share Unit        | \$ 0                         |                  |            |   |      |   |     |     | 09/01/2018                | 09/01/2018      | Common Stock |                |
| Restricted Share Unit        | \$ 0                         |                  |            |   |      |   |     |     | 02/17/2019                | 02/17/2019      | Common Stock |                |
| Restricted Share Unit        | \$ 0                         |                  |            |   |      |   |     |     | 09/01/2019 <sup>(1)</sup> | 09/01/2019      | Common Stock |                |
| Stock Options (Right to Buy) | \$ 11.97                     |                  |            |   |      |   |     |     | 09/01/2016                | 09/01/2025      | Common Stock |                |
| Stock Options (Right to Buy) | \$ 9.6                       |                  |            |   |      |   |     |     | 02/17/2017                | 02/17/2026      | Common Stock |                |
| Stock Options (Right to Buy) | \$ 13.35                     |                  |            |   |      |   |     |     | 09/01/2017                | 09/01/2026      | Common Stock |                |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                               |       |
|--|---------------|-----------|-------------------------------|-------|
|  | Director      | 10% Owner | Officer                       | Other |
| Schlater Benjamin<br>6060 PARKLAND BLVD<br>SUITE 250<br>MAYFIELD HEIGHTS, OH 44124 |               |           | Chief<br>Financial<br>Officer |       |

## Signatures

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

02/17/2017

\_\_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 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.

(2) 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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