

FERRO CORP

Form 4

December 18, 2015

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 *
Killian Ann

(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)

12/17/2015

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, Human Resource

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)
			Code	V	Amount	(A) or (D) Price			
Common Stock	12/17/2015		S		30,000	D \$ 10.9864 (1)	38,547	D	

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
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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 Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Share Unit	\$ 0					(2)	12/31/2016	Common Stock	16,900
Performance Share Unit	\$ 0					(2)	12/31/2015	Common Stock	53,500
Performance Share Unit	\$ 0					(2)	12/31/2017	Common Stock	18,200
Phantom Shares (3)	(3)					(3)	(3)	Common Stock	23,773.5
Restricted Share Unit	\$ 0					02/20/2017	02/20/2017	Common Stock	6,700
Restricted Share Unit	\$ 0					02/23/2015	02/23/2015	Common Stock	14,700
Restricted Share Unit	\$ 0					02/23/2016	02/23/2016	Common Stock	21,400
Restricted Share Unit	\$ 0					02/18/2018	02/18/2018	Common Stock	7,300
Stock Options (Right to Buy)	\$ 20.69					02/16/2007	02/16/2016	Common Stock	15,500
Stock Options (Right to Buy)	\$ 21.99					02/06/2008	02/06/2017	Common Stock	18,000
Stock Options (Right to Buy)	\$ 17.26					02/28/2009	02/28/2018	Common Stock	17,000
Stock Options (Right to Buy)	\$ 8.25					02/25/2011	02/25/2020	Common Stock	35,000

Stock Options (Right to Buy)	\$ 15.16	02/24/2012	02/24/2021	Common Stock	26,600
Stock Options (Right to Buy)	\$ 6.84	02/23/2013	02/23/2022	Common Stock	31,500
Stock Options (Right to Buy)	\$ 5.29	02/21/2014	02/21/2023	Common Stock	44,900
Stock Options (Right to Buy)	\$ 13.09	02/20/2015	02/20/2024	Common Stock	14,000
Stock Options (Right to Buy)	\$ 12.33	02/18/2016	02/18/2025	Common Stock	15,700

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Killian Ann 6060 PARKLAND BOULEVARD MAYFIELD HEIGHTS, OH 44124			Vice President, Human Resource	

Signatures

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

12/18/2015

____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).

Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$10.96-\$11.06. 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.

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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