

Killian Ann  
 Form 4  
 November 17, 2008

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Killian Ann

2. Issuer Name and Ticker or Trading Symbol  
 FERRO CORP [FOE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 1000 LAKESIDE AVENUE  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 11/13/2008

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Vice President

CLEVELAND, OH 44114-1147  
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V Amount (A) or (D) Price   |   |  |                                   |
| Common Stock                    | 11/13/2008                           |  | P                              | 900 A \$ 8.91   | 900   | D  |                                   |
| Common Stock                    | 11/13/2008                           |  | P                              | 1,000 A \$ 8.95   | 1,900   | D  |                                   |
| Common Stock                    | 11/13/2008                           |  | P                              | 500 A \$ 8.96   | 2,400   | D  |                                   |
| Common Stock                    | 11/13/2008                           |  | P                              | 200 A \$ 8.99   | 2,600   | D  |                                   |
| Common Stock                    | 11/13/2008                           |  | P                              | 400 A \$ 9.01   | 3,000   | D  |                                   |

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Common  
Stock - 30,425 D  
Restricted

Common  
Stock - 4,800 D  
Restricted  
Shares

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 number.**

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 (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 |
| Phantom Shares                             | (1)  |                                      |  |                                |   | (1)  | (1)   | Common Stock | 1,621.6616                 |
| Stock Options (Right to buy)               | \$ 17.26   |                                      |  |                                |   | 02/28/2009   | 02/28/2018  | Common Stock | 17,000                     |
| Stock Options (Right to buy)               | \$ 20.69   |                                      |  |                                |   | 02/16/2007   | 02/16/2016  | Common Stock | 15,500                     |
| Stock Options (Right to buy)               | \$ 21.01   |                                      |  |                                |   | 07/11/2006   | 07/11/2015  | Common Stock | 30,000                     |
| Stock Options (Right to buy)               | \$ 21.99   |                                      |  |                                |   | 02/06/2008   | 02/06/2017  | Common Stock | 18,000                     |

## Reporting Owners

| Reporting Owner Name / Address                                  | Relationships |           |                |       |
|---|---------------|-----------|----------------|-------|
|   | Director      | 10% Owner | Officer        | Other |
| Killian Ann<br>1000 LAKESIDE AVENUE<br>CLEVELAND, OH 44114-1147 |               |           | Vice President |       |

## Signatures

|  |            |
|--|------------|
| Cynthia M. Kerker, Treasurer, by power of attorney | 11/17/2008 |
|--|------------|

\_\_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).

Represent phantom shares awarded under the Company's Supplemental Defined Contribution Plan for Executive Employees. These (1) shares were previously disclosed in Table I of this Form and have been moved to Table II of this Form. This transaction is not a disposition.

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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