

MURRY MICHAEL J  
 Form 4  
 September 03, 2010

**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 \*  
**MURRY MICHAEL J**

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

CLEVELAND, OH 44114-1147

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
 09/01/2010

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	09/01/2010		D	V Amount (D) Price \$ 4,400 11.5041	6,106	D	
Common Stock	09/02/2010		D	V Amount (D) Price \$ 5,577 11.5	529	D	
Common Stock	09/02/2010		M	V Amount (A) Price \$ 9,977 1.37	10,506	D	
Common Stock - Restricted Shares					32,200	D	
					4,750	D	

Common  
Stock -  
Restricted

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 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
Stock Options (Right to Buy)	\$ 1.37	09/02/2010		M	9,977	02/25/2010	02/25/2019	Common Stock	9,977
Phantom Shares <sup>(2)</sup>	<u>(1)</u> <u>(2)</u>					<u>(1)(2)</u>	<u>(1)(2)</u>	Common Stock	6,609.588
Stock Options (Right to Buy)	\$ 21.01					07/11/2006	07/11/2015	Common Stock	44,000
Stock Options (Right to Buy)	\$ 20.69					02/16/2007	02/16/2016	Common Stock	22,750
Stock Options (Right to Buy)	\$ 21.99					02/06/2008	02/06/2017	Common Stock	29,500
Stock Options (Right to Buy)	\$ 17.26					02/28/2009	02/28/2018	Common Stock	25,000
	\$ 8.25					02/25/2011	02/25/2020		60,000

Stock  
Options  
(Right to  
Buy)

Common  
Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MURRY MICHAEL J 1000 LAKESIDE AVENUE CLEVELAND, OH 44114-1147			Vice President, ECGM	

## Signatures

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

09/03/2010

\_\_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) Represent phantom shares awarded under the Company's Supplemental Defined Contribution Plan for Executive Employees.

Represent phantom shares awarded under the Company's Supplemental Defined Contribution Plan for Executive Employees. These

(2) 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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