

RUTHERFORD JEFFREY L  
 Form 4  
 February 25, 2013

**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 \*  
 RUTHERFORD JEFFREY L

(Last) (First) (Middle)  
 6060 PARKLAND BLVD  
 (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)  
 02/21/2013

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)  
 V.P and CFO

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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| Common Stock                    |                                      |                                                    |                                | (A)<br>or<br>(D)                                                  | 48,300                                                                                        | D                                                        |                                   |

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)**

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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 Security (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable Expiration Date                         | Title Amount                                                |
| Stock Options (Right to Buy)               | \$ 5.29                                                | 02/21/2013                           |                                                    | A                              | 65,000                                                                                  | 02/21/2014 02/21/2023                                    | Common Stock 65,000                                         |
| Restricted Share Unit                      | \$ 0                                                   | 02/21/2013                           |                                                    | A                              | 30,900                                                                                  | 02/23/2016 02/23/2016                                    | Common Stock 30,900                                         |
| Performance Share Unit                     | \$ 0                                                   | 02/21/2013                           |                                                    | A                              | 77,300                                                                                  | (1) 12/31/2015                                           | Common Stock 77,300                                         |
| Performance Share Unit                     | \$ 0                                                   |                                      |                                                    |                                |                                                                                         | (1) 12/31/2014                                           | Common Stock 58,200                                         |
| Restricted Share Unit                      | \$ 0                                                   |                                      |                                                    |                                |                                                                                         | 11/12/2014 11/12/2014                                    | Common Stock 111,000                                        |
| Restricted Share Unit                      | \$ 0                                                   |                                      |                                                    |                                |                                                                                         | 04/02/2015 04/02/2015                                    | Common Stock 23,300                                         |
| Stock Options (Right to Buy)               | \$ 5.95                                                |                                      |                                                    |                                |                                                                                         | 04/02/2013 04/02/2022                                    | Common Stock 49,900                                         |

## Reporting Owners

| Reporting Owner Name / Address                                           | Relationships |           |             |       |
|--------------------------------------------------------------------------|---------------|-----------|-------------|-------|
|                                                                          | Director      | 10% Owner | Officer     | Other |
| RUTHERFORD JEFFREY L<br>6060 PARKLAND BLVD<br>MAYFIELD HEIGHTS, OH 44124 |               |           | V.P and CFO |       |

## Signatures

/s/ John T. Bingle, Treasurer, by Power of Attorney  
 02/25/2013  
 \*\*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).

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- Performance Share Units granted as a performance award, vesting based upon degree of achievement of performance goal. At the end of
- (1) 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.

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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