

FERRO CORP  
Form 4  
February 24, 2014

**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

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 \*  
Bingle John

(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)  
02/20/2014

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)

Treasurer & Investor Relations

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)
			Code	V Amount (A) or (D) Price			
Common Stock	02/24/2014		F	743 D \$ 13.09	7,100 <sup>(1)</sup>	D	
Common Stock					10.84	I	Investment Savings Plan
Common Stock - Restricted Shares					0 <sup>(1)</sup>	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)

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 Number Shares
Restricted Share Unit	\$ 0	02/20/2014		A		900		02/20/2017	02/20/2017	Common Stock	900
Stock Options (Right to Buy)	\$ 13.09	02/20/2014		A		1,900		02/20/2015	02/20/2024	Common Stock	1,900
Performance Share Unit	\$ 0	02/20/2014		A		2,300		(2)	12/31/2016	Common Stock	2,300
Performance Share Unit	\$ 0							(2)	12/31/2014	Common Stock	5,600
Performance Share Unit	\$ 0							(2)	12/31/2015	Common Stock	6,200
Phantom Shares	(3)							(3)	(3)	Common Stock	1,019
Restricted Share Unit	\$ 0							02/23/2015	02/23/2015	Common Stock	2,300
Restricted Share Unit	\$ 0							02/23/2016	02/23/2016	Common Stock	2,500
Stock Options (Right to Buy)	\$ 19.39							02/07/2006	02/07/2015	Common Stock	1,000
Stock Options (Right to Buy)	\$ 20.69							02/16/2007	02/16/2016	Common Stock	1,500
	\$ 21.99							02/06/2008	02/06/2017		2,000

Stock Options (Right to Buy)				Common Stock	
Stock Options (Right to Buy)	\$ 17.26	02/28/2009	02/28/2018	Common Stock	3,5
Stock Options (Right to Buy)	\$ 8.25	02/25/2011	02/25/2020	Common Stock	2,6
Stock Options (Right to Buy)	\$ 1.37	02/25/2010	02/25/2019	Common Stock	1,7
Stock Options (Right to Buy)	\$ 15.16	02/24/2012	02/24/2021	Common Stock	6,5
Stock Options (Right to Buy)	\$ 6.84	02/23/2013	02/23/2022	Common Stock	4,8
Stock Options (Right to Buy)	\$ 5.29	02/21/2014	02/21/2023	Common Stock	5,3

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bingle John 6060 PARKLAND BOULEVARD MAYFIELD HEIGHTS, OH 44124			Treasurer & Investor Relations	

## Signatures

/s/ John T. Bingle, Treasurer, by Power of Attorney 02/24/2014

\_\_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) Balance includes vesting of restricted shares net of forfeiture for tax liability.

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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