

PITTS MILLICENT W
Form 4
February 09, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
PITTS MILLICENT W

(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)
02/07/2005

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)
Vice President

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)
				(A) or (D) Code V Amount (D) Price			
Common Stock					17,426	D	
Common Stock					7,381.74	I	Investment Savings Plan
Common Stock - Restricted	02/07/2005		A ⁽¹⁾	7,900 A	\$ 19.39 33,100	D	
Common Stock - Deferred					4,622.7185	D	

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Bonus Plan

Common
Stock -
Supp Exec
Defined

3,169.9669 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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Stock Options (Right to buy)	\$ 18.5					02/11/2001 ⁽²⁾ 02/11/2010 ⁽²⁾	Common Stock
Stock Options (Right to buy)	\$ 19.39	02/07/2005		A ⁽²⁾	38,843	02/07/2006 02/07/2015	Common Stock
Stock Options (Right to buy)	\$ 19.39	02/07/2005		A ⁽²⁾	5,157	02/07/2009 02/07/2015	Common Stock
Stock Options (Right to buy)	\$ 21.0625					02/25/2000 ⁽²⁾ 02/25/2009 ⁽²⁾	Common Stock
Stock Options (Right to buy)	\$ 21.26					02/28/2007 ⁽²⁾ 02/28/2013 ⁽²⁾	Common Stock
Stock Options	\$ 23.6					02/09/2002 ⁽²⁾ 02/09/2011 ⁽²⁾	Common Stock

