

CRAYTON SANDRA AUSTIN  
 Form 4  
 February 21, 2006

**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 \*  
 CRAYTON SANDRA AUSTIN

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)  
 3050 WELLINGTON ROAD  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 02/16/2006

Director  10% Owner  
 Officer (give title below)  Other (specify below)

ALPHARETTA, GA 30022

(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)
Common Stock				(A) or (D) Price	1,087	D	
Common Stock				(A) or (D) Price	11,171.652	I	Director Deferred Comp Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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**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)	8. Amount or Number of Shares
Stock Options (Right to buy)	\$ 18.5					04/26/1997 04/26/2006	Common Stock	2,813
Stock Options (Right to buy)	\$ 19.39					02/07/2006 02/07/2015	Common Stock	7,000
Stock Options (Right to buy)	\$ 20.0833					04/25/1998 04/25/2007	Common Stock	3,750
Stock Options (Right to buy)	\$ 20.69	02/16/2006		A	7,000	02/16/2007 02/16/2016	Common Stock	7,000
Stock Options (Right to buy)	\$ 20.7					04/27/2002 04/27/2011	Common Stock	2,500
Stock Options (Right to buy)	\$ 21.26					02/29/2004 02/28/2013	Common Stock	7,000
Stock Options (Right to buy)	\$ 22.875					04/28/2001 04/28/2010	Common Stock	2,500
Stock Options (Right to buy)	\$ 25.5					02/11/2003 02/11/2012	Common Stock	2,500

Stock Options (Right to buy)	\$ 26.26	02/09/2005	02/09/2014	Common Stock	7,000
Stock Options (Right to buy)	\$ 27.6875	04/23/2000	04/23/2009	Common Stock	2,500
Stock Options (Right to buy)	\$ 28.4375	04/24/1999	04/24/2008	Common Stock	2,500

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CRAYTON SANDRA AUSTIN 3050 WELLINGTON ROAD ALPHARETTA, GA 30022		X		

## Signatures

Sandra Austin Crayton	02/21/2006
**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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.