

FERRO CORP
Form 4
March 16, 2007

FORM 4

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

OMB APPROVAL

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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 *
SULLIVAN DENNIS W

(Last) (First) (Middle)

PARKER HANNIFIN CORP, 6035
PARKLAND BLVD

(Street)

CLEVELAND, OH 44112

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/15/2007

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)

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 | 03/15/2007 | | M | 3,750 A \$ 20.0833 | 6,375 | D | |
| Common Stock | 03/15/2007 | | S | 3,750 (1) D \$ 20.9421 | 2,625 | D | |
| Common Stock | | | | | 28,952.997 | 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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Deferred Stock Units | \$ 21.99 | | | | | 02/06/2008 02/06/2008 | Common Stock | 3,800 |
| Stock Options (Right to buy) | \$ 19.39 | | | | | 02/07/2006 02/07/2015 | Common Stock | 7,000 |
| Stock Options (Right to buy) | \$ 20.69 | | | | | 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 |
| | \$ 26.26 | | | | | 02/09/2005 02/09/2014 | | 7,000 |

| | | | | | | | | | |
|------------------------------|------------|------------|--|---|-------|------------|------------|--------------|-------|
| Stock Options (Right to buy) | | | | | | | | Common Stock | |
| 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 |
| Stock Options (Right to buy) | \$ 20.0833 | 03/15/2007 | | M | 3,750 | 04/25/1998 | 04/25/2007 | Common Stock | 3,750 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SULLIVAN DENNIS W PARKER HANNIFIN CORP 6035 PARKLAND BLVD CLEVELAND, OH 44112 | | X | | |

Signatures

Dennis W Sullivan 03/16/2007

__Signature of Date
Reporting Person

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) Shares sold as part of Stock Option Exercise

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.