

FERRO CORP  
Form 4  
February 24, 2016

**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)  
02/22/2016

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 Indirect Ownership (Instr. 4)
Common Stock	02/22/2016		M	62,111 A	110,411	D	
Common Stock					58,200	I	By Alison Rutherford

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 Security (Instr. 3 and 4)	8. An
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Performance Share Unit	\$ 0	02/22/2016		M	62,111	<u>(1)</u> 12/31/2015	Common Stock	
Performance Share Unit	\$ 0					<u>(1)</u> 12/31/2016	Common Stock	
Performance Share Unit	\$ 0					<u>(1)</u> 12/31/2017	Common Stock	
Performance Share Unit	\$ 0					<u>(1)</u> 12/31/2018	Common Stock	
Phantom Shares	<u>(3)</u>					<u>(3)</u> <u>(3)</u>	Common Stock	14
Restricted Share Unit	\$ 0					02/20/2017 <sup>(4)</sup> 02/20/2017	Common Stock	
Restricted Share Unit	\$ 0					04/02/2015 <sup>(4)</sup> 04/02/2015	Common Stock	
Restricted Share Unit	\$ 0					02/23/2016 <sup>(4)</sup> 02/23/2016	Common Stock	
Restricted Share Unit	\$ 0					02/18/2018 <sup>(4)</sup> 02/18/2018	Common Stock	
Restricted Share Unit	\$ 0					02/17/2019 <sup>(4)</sup> 02/17/2026	Common Stock	
Stock Options (Right to Buy)	\$ 5.95					04/02/2013 04/02/2022	Common Stock	
Stock Options (Right to Buy)	\$ 5.29					02/21/2014 02/21/2023	Common Stock	
Stock Options (Right to Buy)	\$ 13.09					02/20/2015 02/20/2024	Common Stock	

Stock Options (Right to Buy)	\$ 12.33	02/18/2016	02/18/2025	Common Stock
Stock Options (Right to Buy)	\$ 9.6	02/17/2017	02/17/2026	Common Stock

## Reporting Owners

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

## Signatures

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

02/24/2016

\_\_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) 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.
  - (2) The remaining 15,189 Performance Share Units of the original grant were forfeited.
  - (3) Represent phantom shares awarded under the Company's Supplemental Defined Contribution Plan for Executive Employees.
  - (4) The date reflected above as the Date Exercisable is the scheduled vesting date of the Restricted Share Units. Once vested, settlement of the Restricted Share Units and delivery of common shares is subject to an additional two-year holding period.

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.