FERRO CORP Form 4 March 03, 2008

## FORM 4

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

OMB 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Number: January 31, 2005

0.5

**OMB APPROVAL** 

Section 16.
Form 4 or
Form 5
obligations
may continue.

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

burden hours per response...

Estimated average

*See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person <u>*</u> LAWRENCE WILLIAM B			2. Issuer Name <b>and</b> Ticker or Trading Symbol FERRO CORP [FOE]				5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last) (First) (Middle)  C/O FERRO CORPORATION, 1000  LAKESIDE AVENUE			3. Date of Earliest Transaction (Month/Day/Year) 02/28/2008				X Director 10% Owner Officer (give title Other (specify below)			
CLEVELAN	(Street) TD, OH 44114			ndment, Dat h/Day/Year)	e Original		6. Individual or J Applicable Line) _X_ Form filed by Form filed by Person	•	erson	
(City)	(State)	(Zip)	Table	I - Non-De	erivative S	ecurities Acc	quired, Disposed o	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any	med on Date, if Day/Year)	3. Transaction Code (Instr. 8)	4. Securit mAcquired Disposed (Instr. 3, 4	(A) or of (D)	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)	
Common Stock							1,500	D		
Common Stock							13,160.197 (1)	I	Director Deferred Comp Plan	
Reminder: Repo	ort on a separate line	for each cl	ass of secur	ities benefic	cially owne	d directly or	indirectly.			
						-	ond to the collection of SEC 1474 ned in this form are not (9-02)			

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# $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

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. 5. Number Transaction Derivative Code Securities (Instr. 8) 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 or Number of Shares
Deferred Stock Units	<u>(2)</u>	02/28/2008		A	3,800 (2)		02/28/2009	02/28/2009	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
Stock Options (Right to buy)	\$ 26.26						02/09/2005	02/09/2014	Common Stock	7,000

### **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

LAWRENCE WILLIAM B C/O FERRO CORPORATION 1000 LAKESIDE AVENUE CLEVELAND, OH 44114



### **Signatures**

Cynthia M. Kerker, Treasurer, by Power of Attorney

03/03/2008

\*\*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 shares acquired pursuant to dividend reinvestment.
- Award granted to Non-Employee Directors. At the end of the deferral period of one year, the units are redeemable for an equal number of (2) shares of Ferro Common Stock. The units do not have the right to vote or receive dividends and are subject to forfeiture if the recipient is no longer serving as a Director at the end of the deferral period except in the case of retirement, disability or death.

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.

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