

Duesenberg Mark Hugo
 Form 4
 August 03, 2018

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 *
 Duesenberg Mark Hugo

(Last) (First) (Middle)
 6060 PARKLAND BOULEVARD
 (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)
 08/01/2018

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)
 General Counsel

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	(D)	Price
Common Stock	08/01/2018		M		11,000	A	\$ 1.37
Common Stock	08/01/2018		S ⁽¹⁾		11,000	D	\$ 22.4896
							<u>(2)</u>

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

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 (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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Stock Options (Right to Buy)	\$ 1.37	08/01/2018		M	11,000	02/25/2010	02/25/2019	Common Stock	1
Performance Share Unit	\$ 0					⁽³⁾	12/31/2018	Common Stock	2
Performance Share Unit	\$ 0					⁽³⁾	12/31/2019	Common Stock	1
Performance Share Unit	\$ 0					⁽³⁾	12/31/2020	Common Stock	1
Phantom Shares	⁽⁴⁾					⁽⁴⁾	⁽⁴⁾	Common Stock	30,6
Restricted Share Unit	\$ 0					02/20/2017	02/20/2017	Common Stock	8
Restricted Share Unit	\$ 0					02/18/2018	02/18/2018	Common Stock	8
Restricted Share Unit	\$ 0					02/17/2019	02/17/2019	Common Stock	1
Restricted Share Unit	\$ 0					02/15/2020	02/15/2020	Common Stock	7
Restricted Share Unit	\$ 0					02/21/2021	02/21/2021	Common Stock	4
Stock Options (Right to Buy)	\$ 22.01					02/21/2019	02/21/2028	Common Stock	1
Stock Options (Right to Buy)	\$ 15.16					02/24/2012	02/24/2021	Common Stock	3
Stock Options	\$ 14.27					02/15/2018	02/15/2027	Common Stock	2

(Right to Buy)

Stock

Options (Right to Buy)

\$ 13.09

02/20/2015 02/20/2024

Common Stock

1

Stock

Options (Right to Buy)

\$ 12.33

02/18/2016 02/18/2025

Common Stock

1

Stock

Options (Right to Buy)

\$ 9.6

02/17/2017 02/17/2026

Common Stock

3

Stock

Options (Right to Buy)

\$ 8.25

02/25/2011 02/25/2020

Common Stock

3

Stock

Options (Right to Buy)

\$ 6.84

02/23/2013 02/23/2022

Common Stock

3

Stock

Options (Right to Buy)

\$ 5.29

02/21/2014 02/21/2023

Common Stock

5

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Duesenberg Mark Hugo 6060 PARKLAND BOULEVARD MAYFIELD HEIGHTS, OH 44124			General Counsel	

Signatures

/s/ Richard Shuttie, Treasurer, by Power of Attorney

08/03/2018

**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) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan previously adopted by Mr. Duesenberg.

(2)

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Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$22.44-\$22.60. The reporting person hereby undertakes, upon request of the Commission, the issuer or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price.

- (3) 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.
- (4) Represent phantom shares awarded under the Company's Supplemental Defined Contribution Plan for Executive Employees.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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