

FERRO CORP  
Form 4  
February 22, 2017

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
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 \*  
**Barna James**

(Last) (First) (Middle)

6060 PARKLAND BLVD., SUITE 250

(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)  
**02/20/2017**

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)

Chief Accounting Officer

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)		
				(A) or (D)	Price				
Common Stock	02/20/2017		M	1,100	A	11	6,885	D	
Common Stock	02/20/2017		F	409	D	\$	14.18	6,476	D

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount
Restricted Share Unit	\$ 0 <sup>(1)</sup>	02/20/2017		M	1,100	02/20/2017	02/20/2017	Common Stock	
Performance Share Unit	\$ 0					<sup>(2)</sup>	12/31/2016	Common Stock	
Performance Share Unit	\$ 0					<sup>(2)</sup>	12/31/2017	Common Stock	
Performance Share Unit	\$ 0					<sup>(2)</sup>	12/31/2018	Common Stock	
Performance Share Unit	\$ 0					<sup>(2)</sup>	12/31/2019	Common Stock	
Phantom Shares	<sup>(3)</sup>					<sup>(3)</sup>	<sup>(3)</sup>	Common Stock	1,4
Restricted Share Unit	\$ 0					02/21/2016 <sup>(4)</sup>	02/21/2016	Common Stock	
Restricted Share Unit	\$ 0					02/18/2018	02/18/2018	Common Stock	
Restricted Share Unit	\$ 0					02/17/2019	02/17/2019	Common Stock	
Restricted Share Unit	\$ 0					02/15/2020	02/15/2020	Common Stock	
Stock Options (Right to Buy)	\$ 6.84					02/23/2013	02/23/2022	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	

