

Schlater Benjamin
Form 4
February 22, 2019

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 *
Schlater Benjamin

(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)
02/20/2019

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 Financial Officer

6. Individual or Joint/Group Filing (Check Applicable Line)
X 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)
Common Stock				(A) or (D)	19,407	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)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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	02/20/2019		A	20,700	<u>(1)</u> 12/31/2021	Common Stock	
Restricted Stock Unit	\$ 0	02/20/2019		A	8,300	02/20/2022 ⁽²⁾ 02/20/2022	Common Stock	
Stock Options (Right to Buy)	\$ 17.89	02/20/2019		A	31,800	<u>(3)</u> 02/20/2029	Common Stock	
Performance Share Unit	\$ 0					<u>(1)</u> 12/31/2018	Common Stock	
Performance Share Unit	\$ 0					<u>(1)</u> 12/31/2019	Common Stock	
Performance Share Unit	\$ 0					<u>(1)</u> 12/31/2020	Common Stock	
Phantom Shares	\$ 0 ⁽⁴⁾					<u>(4)</u> <u>(4)</u>	Common Stock	6,
Restricted Share Unit	\$ 0					09/01/2019 ⁽²⁾ 09/01/2019	Common Stock	
Restricted Share Unit	\$ 0					02/15/2020 ⁽²⁾ 02/15/2020	Common Stock	
Restricted Share Unit	\$ 0					02/21/2021 ⁽²⁾ 02/21/2021	Common Stock	
Stock Options (Right to Buy)	\$ 22.01					<u>(5)</u> 02/21/2028	Common Stock	
Stock Options (Right to Buy)	\$ 14.27					02/15/2018 02/15/2027	Common Stock	
Stock Options (Right to Buy)	\$ 13.35					09/01/2017 09/01/2026	Common Stock	

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

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Schlater Benjamin 6060 PARKLAND BLVD SUITE 250 MAYFIELD HEIGHTS, OH 44124			Chief Financial Officer	

Signatures

/s/ Benjamin Schlater, Group Vice President and Chief Financial Officer, by Power of Attorney	02/22/2019
**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 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.
 - (3) 33+% per year for 3 years beginning on 20-Feb-2020
 - (4) Represent phantom shares awarded under the Company's Supplemental Defined Contribution Plan for Executive Employees.
 - (5) 33+% per year for 3 years beginning on 21-Feb-2019

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.