

SULLIVAN DENNIS W  
 Form 4  
 January 09, 2009

**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 \*  
 SULLIVAN DENNIS W

2. Issuer Name and Ticker or Trading Symbol  
 FERRO CORP [FOE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
 01/07/2009

Director  10% Owner  
 Officer (give title below)  Other (specify below)

C/O FERRO CORPORATION, 1000 LAKESIDE AVENUE

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

CLEVELAND, OH 44114

(City) (State) (Zip)

**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)		
Common Stock	01/07/2009		A	2,386.33 (1)	\$ 7.4382	A	43,606.505 (2)	I	Director Deferred Comp Plan
Common Stock					2,625	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 Securities (Instr. 3 and 4)	8. Price or Value of Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to Buy)	\$ 28.4375					04/24/1999	04/24/2008	Common Stock	2,500
Deferred Stock Units	(3)					02/28/2009	02/28/2009	Common Stock	3,800
Stock Options (Right to Buy)	\$ 27.6875					04/23/2000	04/23/2009	Common Stock	2,500
Stock Options (Right to Buy)	\$ 22.875					04/28/2001	04/28/2010	Common Stock	2,500
Stock Options (Right to Buy)	\$ 20.7					04/27/2002	04/27/2011	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)	\$ 21.26					02/29/2004	02/28/2013	Common Stock	7,000
Stock Options (Right to Buy)	\$ 26.26					02/09/2005	02/09/2014	Common Stock	7,000

Buy)

Stock

Options \$ 19.39  
(Right to

02/07/2006 02/07/2015

Common Stock 7,000

Buy)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SULLIVAN DENNIS W C/O FERRO CORPORATION 1000 LAKESIDE AVENUE CLEVELAND, OH 44114	X			

## Signatures

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

01/09/2009

\_\_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).

- Director Fees are deferred quarterly to the Ferro Corporation Deferred Compensation Plan for Non-Employee Directors, which in turn,
- (1) makes contributions to the Ferro Dividend Reinvestment Plan for the purchase of Ferro Common Stock. Deferral elections are irrevocable and distributions occur only upon death or cessation of the directorship.
  - (2) Balance includes shares acquired pursuant to dividend reinvestment.

- (3) 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 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.

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