

Kirsch James F  
Form 4  
March 04, 2011

# 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 \*  
Kirsch James F

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)  
03/02/2011

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

Chairman, President & CEO

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 44114-1147

(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	03/02/2011		M	57,492 A	\$ 1.37 124,714	D	
Common Stock	03/02/2011		D	57,492 D	\$ 14,9427 (1) 67,222	D	
Common Stock	03/02/2011		M	67,500 A	\$ 8.25 134,722	D	
Common Stock	03/02/2011		D	67,500 D	\$ 14,9427 (1) 67,222	D	
					162,000	D	

Common  
Stock -  
Restricted  
Shares

Common  
Stock -  
Restricted

27,500 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)

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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to Buy)	\$ 1.37	03/02/2011		M	57,492	02/25/2010	02/25/2019	Common Stock	57,492
Stock Options (Right to Buy)	\$ 8.25	03/02/2011		M	67,500	02/25/2011	02/25/2020	Common Stock	67,500
Phantom Shares	(2)					(2)	(2)	Common Stock	27,749.8
Stock Options (Right to Buy)	\$ 21.15					10/18/2004	10/18/2014	Common Stock	125,000
Stock Options (Right to Buy)	\$ 20.69					02/16/2007	02/16/2016	Common Stock	140,000
Stock Options	\$ 21.99					02/06/2008	02/06/2017	Common Stock	150,000

(Right to Buy)

Stock

Options (Right to Buy) \$ 17.26

02/28/2009 02/28/2018

Common Stock

146,000

Stock

Options (Right to Buy) \$ 15.16

02/24/2012 02/24/2021

Common Stock

232,500

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kirsch James F 1000 LAKESIDE AVENUE CLEVELAND, OH 44114-1147	X		Chairman, President & CEO	

## Signatures

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

03/04/2011

\*\*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).

Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$14.88-\$14.99. The

(1) 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.

(2) 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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