

FERRO CORP  
Form 5  
February 09, 2016

**FORM 5**

**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).  
Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
RUTHERFORD JEFFREY L

(Last) (First) (Middle)

6060 PARKLAND BLVD

(Street)

MAYFIELD HEIGHTS, OH 44124

(City) (State) (Zip)

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

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
12/31/2015

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)  
V.P and CFO

6. Individual or Joint/Group Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock	03/27/2015	Â	G	58,200 A	\$ 0 (1) 58,200	I	By Alison Rutherford
Common Stock	03/27/2015	Â	G	58,200 D	\$ 0 (1) 48,300	D	Â

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

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SEC 2270 (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)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Performance Share Unit	\$ 0	Â	Â	Â	Â	Â	Â (2)	12/31/2016	Common Stock	30,
Performance Share Unit	\$ 0	Â	Â	Â	Â	Â	Â (2)	12/31/2015	Common Stock	77,
Performance Share Unit	\$ 0	Â	Â	Â	Â	Â	Â (2)	12/31/2017	Common Stock	33,
Phantom Shares	Â	Â	Â	Â	Â	Â	Â (3)	Â (3)	Common Stock	14,74
Restricted Share Unit	\$ 0	Â	Â	Â	Â	Â	02/20/2017	02/20/2017	Common Stock	12,
Restricted Share Unit	\$ 0	Â	Â	Â	Â	Â	04/02/2015	04/02/2015	Common Stock	23,
Restricted Share Unit	\$ 0	Â	Â	Â	Â	Â	02/23/2016	02/23/2016	Common Stock	30,
Restricted Share Unit	\$ 0	Â	Â	Â	Â	Â	02/18/2018	02/18/2018	Common Stock	13,
Stock Options (Right to Buy)	\$ 5.95	Â	Â	Â	Â	Â	04/02/2013	04/02/2022	Common Stock	49,
Stock Options (Right to Buy)	\$ 5.29	Â	Â	Â	Â	Â	02/21/2014	02/21/2023	Common Stock	65,
Stock Options (Right to Buy)	\$ 13.09	Â	Â	Â	Â	Â	02/20/2015	02/20/2024	Common Stock	25,
Stock Options	\$ 12.33	Â	Â	Â	Â	Â	02/18/2016	02/18/2025	Common Stock	28,

(Right to Buy)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RUTHERFORD JEFFREY L 6060 PARKLAND BLVD MAYFIELD HEIGHTS, OH 44124	Â	Â	Â V.P and CFO	Â

## Signatures

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

02/09/2016

\_\_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) Shares gifted by Jeff Rutherford to his wife Alison Rutherford

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.

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

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