

Schlater Benjamin
 Form 4
 November 19, 2018

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 *
 Schlater Benjamin

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)
 6060 PARKLAND BLVD, SUITE 250

3. Date of Earliest Transaction (Month/Day/Year)
 11/16/2018

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

(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

MAYFIELD HEIGHTS, OH 44124

(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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	11/16/2018		M		3,247 A \$ 11.97	19,560	D
Common Stock	11/16/2018		M		2,179 A \$ 9.6	21,739	D
Common Stock	11/16/2018		S		2,179 D \$ 19.5281	19,560	D
Common Stock	11/16/2018		S		3,247 D \$ 19.5281	16,313	D

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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 Number of Shares
Stock Options (Right to Buy)	\$ 11.97	11/16/2018		M		3,247		09/01/2016	09/01/2025	Common Stock	3,247
Stock Options (Right to Buy)	\$ 9.6	11/16/2018		M		2,179		02/17/2017	02/17/2026	Common Stock	2,179
Performance Share Unit	\$ 0							<u>(2)</u>	12/31/2018	Common Stock	15,000
Performance Share Unit	\$ 0							<u>(2)</u>	12/31/2019	Common Stock	17,000
Performance Share Unit	\$ 0							<u>(2)</u>	12/31/2020	Common Stock	12,000
Phantom Shares	<u>(3)</u>							<u>(3)</u>	<u>(3)</u>	Common Stock	2,917
Restricted Share Unit	\$ 0							02/17/2019	02/17/2019	Common Stock	4,700
Restricted Share Unit	\$ 0							09/01/2019	09/01/2019	Common Stock	1,500
Restricted Share Unit	\$ 0							02/15/2020	02/15/2020	Common Stock	6,900
Restricted Share Unit	\$ 0							02/21/2021	02/21/2021	Common Stock	5,000
Stock Options	\$ 22.01							<u>(4)</u>	02/21/2028	Common Stock	16,000

(Right to Buy)

Stock

Options (Right to Buy) \$ 14.27

02/15/2018 02/15/2027

Common Stock

20,

Stock

Options (Right to Buy) \$ 13.35

09/01/2017 09/01/2026

Common Stock

3,0

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/ Richard Shuttie, Treasurer, by Power of Attorney

11/19/2018

__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 \$19.50-\$19.59. 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.

Performance Share Units granted as a performance award, vesting based upon degree of achievement of performance goal. At the end of (2) 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.

(4) 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.

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