SHARP WILLIAM JOHN

Form 4

November 08, 2010

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

(Zin)

(State)

OMB APPROVAL

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if no longer subject to Section 16.

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 4 or Form 5 obligations may continue. See Instruction

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(b).

(City)

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading SHARP WILLIAM JOHN Issuer Symbol FERRO CORP [FOE] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) _X__ Director 10% Owner Other (specify Officer (give title C/O FERRO CORPORATION, 1000 11/05/2010 below) LAKESIDE AVENUE (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting CLEVELAND, OH 44114

Table I - Non-Derivative Securities Acquired,						red, Disposed of,	d, 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. Securit for Dispos (Instr. 3, 4	ed of	` ′	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	11/05/2010		D	4,252	D	15.1482 (1)	7,573	D	
	Common							22 225 472	ĭ	Director Deferred

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

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Comp Plan

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number.

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. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		te	7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Deferred Stock Units	(2)					02/26/2011	02/26/2011	Common Stock	8,000
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
Stock Options (Right to Buy)	\$ 19.39					02/07/2006	02/07/2015	Common Stock	7,000
Stock Options (Right to Buy)	\$ 20.69					02/16/2007	02/16/2016	Common Stock	7,000

8. Pri Deriv Secur (Instr

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SHARP WILLIAM JOHN C/O FERRO CORPORATION 1000 LAKESIDE AVENUE CLEVELAND, OH 44114



Signatures

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

11/08/2010

**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 \$15.14-\$15.16. 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.
- 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. 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.

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