

Schlater Benjamin
 Form 4
 December 14, 2017

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
 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
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 12/12/2017

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

MAYFIELD HEIGHTS, OH 44124
 (City) (State) (Zip)

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

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)
			Code	V	Amount	(D)	Price
Common Stock	12/12/2017		M		6,495	A	\$ 11.97
Common Stock	12/12/2017		M		4,634	A	\$ 9.6
Common Stock	12/12/2017		M		1,534	A	\$ 13.35
Common Stock	12/12/2017		S		12,663	D	\$ 23.5044
							0
							<u>(1)</u>

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount
Stock Options (Right to Buy)	\$ 13.35	12/12/2017		M	1,534	09/01/2017	09/01/2026	Common Stock	
Stock Options (Right to Buy)	\$ 11.97	12/12/2017		M	6,495	09/01/2016	09/01/2025	Common Stock	
Stock Options (Right to Buy)	\$ 9.6	12/12/2017		M	4,634	02/17/2017	02/17/2026	Common Stock	
Performance Share Unit	\$ 0					(2)	12/31/2017	Common Stock	
Performance Share Unit	\$ 0					(2)	12/31/2018	Common Stock	
Performance Share Unit	\$ 0					(2)	12/31/2019	Common Stock	
Phantom Shares	(3)					(3)	(3)	Common Stock	1,4
Restricted Share Unit	\$ 0					09/01/2018	09/01/2018	Common Stock	
Restricted Share Unit	\$ 0					02/17/2019	02/17/2019	Common Stock	
Restricted Share Unit	\$ 0					09/01/2019(4)	09/01/2019	Common Stock	
	\$ 0					02/15/2020(4)	02/15/2020		

Restricted Share Unit					Common Stock
Stock Options (Right to Buy)	\$ 14.27	02/15/2018	02/15/2027		Common Stock

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/ Mark Duesenberg, Vice President, General Counsel & Secretary, by Power of Attorney

12/14/2017

__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) Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$23.5-\$23.505. The 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) 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.
 - (4) The date reflected above as the Date Exercisable is the scheduled vesting date of the Restricted Share Units. Once vested, settlement of the Restricted Share Units and delivery of common shares is subject to an additional two-year holding period.

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.