

Duesenberg Mark Hugo  
 Form 4  
 January 03, 2018

**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 \*  
 Duesenberg Mark Hugo

(Last) (First) (Middle)  
 6060 PARKLAND BOULEVARD  
 (Street)

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

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

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 12/29/2017

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)  
 General Counsel

6. Individual or Joint/Group Filing(Check Applicable Line)  
 \_X\_ 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 Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock	12/29/2017		G	1,000 D <u>1</u>	129,545	D	

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

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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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 Shares
Performance Share Unit	\$ 0					(2)	12/31/2017	Common Stock	21,7
Performance Share Unit	\$ 0					(2)	12/31/2018	Common Stock	27,7
Performance Share Unit	\$ 0					(2)	12/31/2019	Common Stock	18,1
Phantom Shares	(3)					(3)	(3)	Common Stock	30,631
Restricted Share Unit	\$ 0					02/23/2016(4)	02/23/2016	Common Stock	27,3
Restricted Share Unit	\$ 0					02/20/2017(4)	02/20/2017	Common Stock	8,1
Restricted Share Unit	\$ 0					02/18/2018(4)	02/18/2018	Common Stock	8,7
Restricted Share Unit	\$ 0					02/17/2019(4)	02/17/2019	Common Stock	11,1
Restricted Share Unit	\$ 0					02/15/2020(4)	02/15/2020	Common Stock	7,2
Stock Options (Right to Buy)	\$ 21.28					09/17/2009	09/17/2018	Common Stock	17,0
Stock Options (Right to Buy)	\$ 15.16					02/24/2012	02/24/2021	Common Stock	32,3
Stock Options (Right to Buy)	\$ 14.27					02/15/2018	02/15/2027	Common Stock	21,0
Stock Options	\$ 13.09					02/20/2015	02/20/2024	Common Stock	16,7

(Right to Buy)

Stock

Options (Right to Buy)

\$ 12.33

02/18/2016

02/18/2025

Common Stock

18,9

Stock

Options (Right to Buy)

\$ 9.6

02/17/2017

02/17/2026

Common Stock

32,5

Stock

Options (Right to Buy)

\$ 8.25

02/25/2011

02/25/2020

Common Stock

35,0

Stock

Options (Right to Buy)

\$ 6.84

02/23/2013

02/23/2022

Common Stock

36,1

Stock

Options (Right to Buy)

\$ 5.29

02/21/2014

02/21/2023

Common Stock

57,3

Stock

Options (Right to Buy)

\$ 1.37

02/25/2010

02/25/2019

Common Stock

35,0

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Duesenberg Mark Hugo 6060 PARKLAND BOULEVARD MAYFIELD HEIGHTS, OH 44124			General Counsel	

## Signatures

/s/ Richard Shuttie, Treasurer, by Power of Attorney

01/03/2018

\*\*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).

(1) Shares gifted by Mark H. Duesenberg to Schwab Charitable Gift Fund.

(2)

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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.

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