

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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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)
 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 | 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

18,8

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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