PISTELL TIMOTHY K

Form 4

February 26, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

Number:

3235-0287

Expires:

January 31, 2005

0.5

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Section 16. Form 4 or Form 5 obligations may continue.

Check this box

if no longer

subject to

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).

Common

Common

Stock

Stock

02/25/2013

(I

See Instruction

(Print or Type R	Responses)									
1. Name and Address of Reporting Person * PISTELL TIMOTHY K			2. Issuer Name and Ticker or Trading Symbol FERRO CORP [FOE]				5. Relationship of Reporting Person(s) to Issuer			
							(Check all applicable)			
(Last)	(First) (N	Middle)	3. Date of	Earliest Tra	insaction					
			(Month/D	•			_X_ Director		Owner	
C/O FERRO CORPORATION, 6060			02/22/2013				Officer (give below)	below)	er (specify	
PARKLANI	D BOULEVARD)					below)	below)		
(Street)			4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check			
			Filed(Mon	th/Day/Year)			Applicable Line) _X_ Form filed by	One Reporting Pe	erson	
MAYFIELD	HEIGHTS, OH	44124					Form filed by M Person	More than One Re	eporting	
(City)	(State)	(Zip)	Table	e I - Non-Do	erivative Securiti	es Acq	uired, Disposed o	f, or Beneficial	lly Owned	
1.Title of	2. Transaction Date	e 2A. Deei	med	3.	4. Securities Acq	uired	5. Amount of	6. Ownership	7. Nature of	
Security	(Month/Day/Year)	Executio	n Date, if	Transactio	n(A) or Disposed	of	Securities	Form: Direct	Indirect	
(Instr. 3)		any		Code	(D)		Beneficially	(D) or	Beneficial	
		(Month/l	Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)		Owned	Indirect (I)	Ownership	
							Following	(Instr. 4)	(Instr. 4)	
					(A)		Reported Transaction(s)			
					or		(Instr. 3 and 4)			
				Code V	Amount (D)	Price	(1115tr. 5 and 4)			

Code V

M

Amount

12,000

(D)

Α

Price

<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 SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

16,200

16,000

Ι

D

Director

Deferred

Comp Plan

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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 (A) or Dis (D) (Instr. 3, 4	Acquired sposed of	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amour Underlying Securit (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Deferred Stock Units	<u>(2)</u>	02/22/2013		A	18,500		02/22/2014	02/22/2014	Common Stock	18,:
Deferred Stock Units	<u>(1)</u> <u>(2)</u>	02/25/2013		M		12,000	02/24/2013	02/24/2013	Common Stock	12,0

Reporting Owners

Reporting Owner Name / Address	Relationships					
. 9	Director	10% Owner	Officer	Other		
PISTELL TIMOTHY K C/O FERRO CORPORATION 6060 PARKLAND BOULEVARD MAYFIELD HEIGHTS, OH 44124	X					

Signatures

/s/ John T. Bingle, Treasurer, by Power of Attorney 02/26/2013

**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).
- Vesting of Deferred Stock Units awarded to Non-Employee Directors. At the end of the deferral period of one year, the units are

 (1) converted into an equal number of shares of Ferro Common Stock. The Directors may defer the payment of the shares by depositing them into their Directors' Deferred Compensation Plan account.
- Award granted to Non-Employee Directors. At the end of the deferral period of one year, the units are converted into an equal number of (2) 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.

Reporting Owners 2