Duesenberg Mark Hugo
Form 4
August 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)
08/01/2018

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	08/01/2018		M		11,000	A	$ 1.37	179,631	D	
Common Stock	08/01/2018		S (1)		11,000	D	$ 22.4896 (2)	168,631	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)

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 Amoun Underlying Securiti (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou Numb Share
Stock Options (Right to Buy)	$ 1.37	08/01/2018		M			11,000	02/25/2010	02/25/2019	Common Stock	1
Performance Share Unit	$ 0							(3)	12/31/2018	Common Stock	2
Performance Share Unit	$ 0							(3)	12/31/2019	Common Stock	1
Performance Share Unit	$ 0							(3)	12/31/2020	Common Stock	1
Phantom Shares	(4)							(4)	(4)	Common Stock	30,6
Restricted Share Unit	$ 0							02/20/2017	02/20/2017	Common Stock	8
Restricted Share Unit	$ 0							02/18/2018	02/18/2018	Common Stock	8
Restricted Share Unit	$ 0							02/17/2019	02/17/2019	Common Stock	1
Restricted Share Unit	$ 0							02/15/2020	02/15/2020	Common Stock	7
Restricted Share Unit	$ 0							02/21/2021	02/21/2021	Common Stock	4
Stock Options (Right to Buy)	$ 22.01							02/21/2019	02/21/2028	Common Stock	1
Stock Options (Right to Buy)	$ 15.16							02/24/2012	02/24/2021	Common Stock	3
Stock Options	$ 14.27							02/15/2018	02/15/2027	Common Stock	2

(Right to Buy)						
Stock Options (Right to Buy)	$ 13.09		02/20/2015	02/20/2024	Common Stock	1
Stock Options (Right to Buy)	$ 12.33		02/18/2016	02/18/2025	Common Stock	1
Stock Options (Right to Buy)	$ 9.6		02/17/2017	02/17/2026	Common Stock	3
Stock Options (Right to Buy)	$ 8.25		02/25/2011	02/25/2020	Common Stock	3
Stock Options (Right to Buy)	$ 6.84		02/23/2013	02/23/2022	Common Stock	3
Stock Options (Right to Buy)	$ 5.29		02/21/2014	02/21/2023	Common Stock	5

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	08/03/2018
**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) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan previously adopted by Mr. Duesenberg.

(2)

Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of $22.44-$22.60. 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.

(3) 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.

(4) Represent phantom shares awarded under the Company's Supplemental Defined Contribution Plan for Executive Employees.

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