

Schlater Benjamin  
Form 4  
September 05, 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 \*  
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)  
09/01/2018

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

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ Form filed by One Reporting Person  
\_\_\_ Form filed by More than One Reporting Person

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

**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) Code V Amount (D) Price			
Common Stock	09/01/2018		M	3,676 A	11,616	D	
Common Stock	09/01/2018		M	8,354 A	19,970	D	
Common Stock	09/04/2018		F	2,411 D	\$ 21.95 17,559	D	
Common Stock	09/04/2018		F	1,246 D	\$ 21.95 16,313	D	

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

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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 Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Restricted Stock Units	\$ 0	09/01/2018		M		3,676		09/01/2018	09/01/2025	Common Stock	3,676
Restricted Stock Units	\$ 0	09/01/2018		M		8,354		09/01/2018	09/01/2025	Common Stock	8,354
Performance Share Unit	\$ 0							(2)	12/31/2018	Common Stock	15,000
Performance Share Unit	\$ 0							(2)	12/31/2019	Common Stock	17,000
Performance Share Unit	\$ 0							(2)	12/31/2020	Common Stock	12,000
Phantom Shares	(3)							(3)	(3)	Common Stock	2,917
Restricted Share Unit	\$ 0							02/17/2019	02/17/2019	Common Stock	4,700
Restricted Share Unit	\$ 0							09/01/2019	09/01/2019	Common Stock	1,500
Restricted Share Unit	\$ 0							02/15/2020	02/15/2020	Common Stock	6,900
Restricted Share Unit	\$ 0							02/21/2021	02/21/2021	Common Stock	5,000
Stock Options (Right to Buy)	\$ 22.01							(4)	02/21/2028	Common Stock	16,000
Stock Options	\$ 14.27							02/15/2018	02/15/2027	Common Stock	20,000

(Right to Buy)

Stock

Options (Right to Buy)

\$ 13.35

09/01/2017 09/01/2026

Common Stock

3,0

Stock

Options (Right to Buy)

\$ 11.97

09/01/2016 09/01/2025

Common Stock

3,2

Stock

Options (Right to Buy)

\$ 9.6

02/17/2017 02/17/2026

Common Stock

9,2

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

09/05/2018

\_\_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) Restricted share units convert into Common Stock on a one-to-one basis.

(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) 33+% per year for 3 years beginning on 21-Feb-2019

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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