

Thomas Peter T
Form 4
March 01, 2010

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 *
Thomas Peter T

(Last) (First) (Middle)

1000 LAKESIDE AVENUE

(Street)

CLEVELAND, OH 44114-1147

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
02/25/2010

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)

Vice President, PCEM

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 Indirect Beneficial Ownership (Instr. 4) |
|----------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount (D) Price | | |
| Common Stock - Restricted Shares | 02/25/2010 | | A | | 12,500 (1) \$ 0 32,200 | D | |
| Common Stock | | | | | 9,764 | D | |
| Common Stock | | | | | 1,176.312 | I | Investment Savings Plan |
| Common Stock - | | | | | 13,500 | D | |

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Restricted

(2)

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

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(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 or Number of Shares |
| Stock Options (Right to Buy) | \$ 8.25 | 02/25/2010 | | A | 60,000 <u>(3)</u> | 02/25/2011 02/25/2020 | Common Stock | 60,000 | |
| Phantom Shares | <u>(4)</u> | | | | | <u>(4)</u> <u>(4)</u> | Common Stock | 7,005.25 | |
| Stock Options (Right to Buy) | \$ 18.5 | | | | | 02/11/2001 02/11/2010 | Common Stock | 1,825 | |
| Stock Options (Right to Buy) | \$ 23.6 | | | | | 02/09/2002 02/09/2011 | Common Stock | 2,500 | |
| Stock Options (Right to Buy) | \$ 25.5 | | | | | 02/11/2003 02/11/2012 | Common Stock | 3,000 | |
| Stock Options (Right to Buy) | \$ 21.26 | | | | | 02/28/2004 02/28/2013 | Common Stock | 7,000 | |
| Stock Options (Right to Buy) | \$ 26.26 | | | | | 02/09/2005 02/09/2014 | Common Stock | 7,500 | |

Buy)

Stock

Options
(Right to
Buy)

\$ 19.39

02/07/2006 02/07/2015

Common
Stock

8,500

Stock

Options
(Right to
Buy)

\$ 20.69

02/16/2007 02/16/2016

Common
Stock

15,500

Stock

Options
(Right to
Buy)

\$ 21.99

02/06/2008 02/06/2017

Common
Stock

25,000

Stock

Options
(Right to
Buy)

\$ 17.26

02/28/2009 02/28/2018

Common
Stock

25,000

Stock

Options
(Right to
Buy)

\$ 1.37

02/25/2010 02/25/2019

Common
Stock

40,000

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Thomas Peter T 1000 LAKESIDE AVENUE CLEVELAND, OH 44114-1147 | | | Vice President, PCEM | |

Signatures

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

03/01/2010

**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 shares of common stock granted under the Company's Long-Term Incentive Plan. The restricted shares vest on the third anniversary of the date of grant.

(2) Restricted shares of common stock granted as a Special Retention and Performance Award. Restrictions expire based upon degree of achievement of performance goal. At the end of the performance period, 50% of award is paid in shares free of restrictions, and 50% is paid in cash. If the amount awarded is less than 100% of the restricted shares, the balance is forfeited to the Company.

(3) Stock Option Grant. The options expire after ten years. Vesting of the options occurs over a four year period, with 25% of the grant vesting at the end of each of the four years.

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

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