

Kirsch James F  
 Form 4  
 February 27, 2012

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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 \*  
 Kirsch James F

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)

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

Director  10% Owner  
 Officer (give title below)  Other (specify below)

6060 PARKLAND BOULEVARD

02/23/2012

Chairman, President & CEO

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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)	Price		
Common Stock	02/25/2012		F	V	Amount \$ 6.9	116,345 <sup>(1)</sup>	D
Common Stock - Restricted Shares						108,500 <sup>(1)</sup>	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)

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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 Amount of Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Stock Options (Right to Buy)	\$ 6.84	02/23/2012		A		189,852		02/23/2013	02/23/2022	Common Stock	1
Restricted Share Unit	\$ 0	02/23/2012		A		88,626		02/23/2015	02/23/2015	Common Stock	1
Performance Share Unit	\$ 0	02/23/2012		A		221,522		(2)	12/31/2014	Common Stock	2
Phantom Shares	(3)							(3)	(3)	Common Stock	82
Stock Options (Right to Buy)	\$ 21.15							10/18/2004	10/18/2014	Common Stock	1
Stock Options (Right to Buy)	\$ 20.69							02/16/2007	02/16/2016	Common Stock	1
Stock Options (Right to Buy)	\$ 21.99							02/06/2008	02/06/2017	Common Stock	1
Stock Options (Right to Buy)	\$ 17.26							02/28/2009	02/28/2018	Common Stock	1
Stock Options (Right to Buy)	\$ 8.25							02/25/2011	02/25/2020	Common Stock	2
Stock Options (Right to Buy)	\$ 1.37							02/25/2010	02/25/2019	Common Stock	1

Stock  
Options (Right to Buy) \$ 15.16 02/24/2012 02/24/2021 Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kirsch James F 6060 PARKLAND BOULEVARD MAYFIELD HEIGHTS, OH 44124	X		Chairman, President & CEO	

## Signatures

/s/ John T. Bingle, Treasurer, by Power of Attorney 02/27/2012

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) Balance includes vesting of restricted shares net of forfeiture for tax liability.  
Performance Share Units granted as a performance award, vesting based upon degree of achievement of performance goal. At the end of
- (2) 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.

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.