

Killian Ann
Form 4
February 25, 2013

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 *
Killian Ann

(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)
02/21/2013

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, Human Resource

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 Ownership (Instr. 4)
Common Stock	02/25/2013		F	V Amount (D) Price 2,972 D \$ 5.58	26,600 ⁽¹⁾	D	
Common Stock - Restricted Shares					8,000 ⁽¹⁾	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 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)	\$ 5.29	02/21/2013		A		44,900		02/21/2014	02/21/2023	Common Stock	4
Restricted Share Unit	\$ 0	02/21/2013		A		21,400		02/23/2016	02/23/2016	Common Stock	2
Performance Share Unit	\$ 0	02/21/2013		A		53,500		<u>(2)</u>	12/31/2015	Common Stock	5
Performance Share Unit	\$ 0							<u>(2)</u>	12/31/2014	Common Stock	3
Phantom Shares	<u>(3)</u>							<u>(3)</u>	<u>(3)</u>	Common Stock	18,4
Restricted Share Unit	\$ 0							02/23/2015	02/23/2015	Common Stock	1
Stock Options (Right to Buy)	\$ 21.01							07/11/2006	07/11/2015	Common Stock	3
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	3

Buy)

Stock

Options
(Right to
Buy)

\$ 1.37

02/25/2010 02/25/2019

Common
Stock

3

Stock

Options
(Right to
Buy)

\$ 15.16

02/24/2012 02/24/2021

Common
Stock

2

Stock

Options
(Right to
Buy)

\$ 6.84

02/23/2013 02/23/2022

Common
Stock

3

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Killian Ann 6060 PARKLAND BOULEVARD MAYFIELD HEIGHTS, OH 44124			Vice President, Human Resource	

Signatures

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

02/25/2013

__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).

(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.

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