

BAYS JAMES C  
Form 4  
March 03, 2008

**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 \*  
BAYS JAMES C

(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)  
02/28/2008

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

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	(A) or (D)	Price
Common Stock					11,109	D	
Common Stock - Restricted	02/28/2008		A		4,750 <sup>(1)</sup>	A	\$ 17.26
Common Stock - Restricted Shares	02/28/2008		A		7,200 <sup>(2)</sup>	A	\$ 17.26
Common Stock -	02/28/2008		J <sup>(3)</sup>		4,249.1632	D	\$ 0 0

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Supp Exec  
Defined

Common  
Stock

305.059

I

Investment  
Savings  
Plan

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 Security (Instr. 3 and 4)	Amount of Shares		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Shares
Phantom Shares <sup>(3)</sup>	<u>(3)</u>	02/28/2008		J <sup>(3)</sup>		4,249.1632		<u>(3)</u>	<u>(3)</u>	Common Stock	4,249.1632
Stock Options (Right to buy)	\$ 19.39							02/07/2006	02/07/2015	Common Stock	4,249.1632
Stock Options (Right to buy)	\$ 20.18							05/16/2001	05/16/2011	Common Stock	1,000.0000
Stock Options (Right to buy)	\$ 20.69							02/16/2007	02/16/2016	Common Stock	2,000.0000
Stock Options (Right to buy)	\$ 21.26							02/29/2004	02/28/2013	Common Stock	3,000.0000
Stock Options (Right to buy)	\$ 21.99							02/06/2008	02/06/2017	Common Stock	2,000.0000
	\$ 25.5							02/11/2003	02/11/2012		3,000.0000

Stock Options (Right to buy)								Common Stock	
Stock Options (Right to buy)	\$ 26.26					02/09/2005	02/09/2014	Common Stock	3
Stock Options (Right to buy)	\$ 17.26	02/28/2008		A	25,000 <sup>(4)</sup>	02/28/2009	02/28/2018	Common Stock	2

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BAYS JAMES C 1000 LAKESIDE AVENUE CLEVELAND, OH 44114-1147			Vice President	

## Signatures

Cynthia M. Kerker, Treasurer (by power of attorney) 03/03/2008

\_\_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).
- (4) 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.
- (3) Represent phantom shares awarded under the Company's Supplemental Defined Contribution Plan for Executive Employees. These shares were previously disclosed in Table I of this Form and have been moved to Table II of this Form. This transaction is not a disposition.
- (2) 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.
- (1) Restricted shares of common stock granted under the Performance Share Plan. Restrictions expire based upon degree of achievement of performance goal. At the end of the performance period, 50% of shares awarded vest free of restrictions, and 50% of such shares will be exchanged for cash. If the amount awarded is less than 100% of the restricted shares, the balance of such shares are forfeited to the Company.

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.