

CRAYTON SANDRA AUSTIN  
Form 4  
March 01, 2011

**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

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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 \*  
CRAYTON SANDRA AUSTIN

(Last) (First) (Middle)

C/O FERRO CORPORATION, 1000 LAKESIDE AVENUE

(Street)

CLEVELAND, OH 44114

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
02/25/2011

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)

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)
			Code	V Amount or (D) Price			
Common Stock	02/28/2011		M	8,000 (1) A 11	20,487	D	
Common Stock					12,480.385	I	Director Deferred Comp 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)

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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 Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Deferred Stock Units	<u>(2)</u>	02/25/2011		A		<u>4,200</u> <u>(2)</u>		02/25/2012	02/25/2012	Common Stock	4,200
Deferred Stock Units	<u>(1)</u> <u>(2)</u>	02/28/2011		M		<u>8,000</u> <u>(1)</u>		02/26/2011	02/26/2011	Common Stock	8,000
Stock Options (Right to Buy)	\$ 20.7							04/27/2002	04/27/2011	Common Stock	2,500
Stock Options (Right to Buy)	\$ 25.5							02/11/2003	02/11/2012	Common Stock	2,500
Stock Options (Right to Buy)	\$ 21.26							02/29/2004	02/28/2013	Common Stock	7,000
Stock Options (Right to Buy)	\$ 26.26							02/09/2005	02/09/2014	Common Stock	7,000
Stock Options (Right to Buy)	\$ 19.39							02/07/2006	02/07/2015	Common Stock	7,000
Stock Options (Right to Buy)	\$ 20.69							02/16/2007	02/16/2016	Common Stock	7,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CRAYTON SANDRA AUSTIN C/O FERRO CORPORATION 1000 LAKESIDE AVENUE CLEVELAND, OH 44114	X			

## Signatures

/s/ John T. Bingle, Treasurer, by Power of Attorney	03/01/2011
**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) Vesting of Deferred Stock Units awarded to Non-Employee Directors. At the end of the deferral period of one year, the units are converted into an equal number of shares of Ferro Common Stock.

Award granted to Non-Employee Directors. At the end of the deferral period of one year, the units are converted into an equal number of

(2) shares of Ferro Common Stock. The units do not have the right to vote or receive dividends and are subject to forfeiture if the recipient is no longer serving as a Director at the end of the deferral period except in the case of retirement, disability or death.

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.