

MURRY MICHAEL J
Form 4
March 04, 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

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 *
MURRY MICHAEL J

(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)
03/04/2011

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)
Vice President, ECGM

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)	(A) or (D)	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)
Common Stock	03/04/2011		M	10,000	A	\$ 1.37 17,227	D	
Common Stock	03/04/2011		M	15,000	A	\$ 8.25 32,227	D	
Common Stock	03/04/2011		D	10,000	D	\$ 15.4464 22,227	D	
Common Stock	03/04/2011		D	15,000	D	\$ 15.4464 7,227	D	
Common Stock -						36,500	D	

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Restricted
Shares

Common
Stock -
Supp Exec
Defined

0 D

Common
Stock -
Restricted

4,750 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)

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)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to Buy)	\$ 1.37	03/04/2011		M	10,000	02/25/2010	02/25/2019	Common Stock	10,000
Stock Options (Right to Buy)	\$ 8.25	03/04/2011		M	15,000	02/25/2011	02/25/2020	Common Stock	15,000
Phantom Shares	(2)					(2)	(2)	Common Stock	7,917.35
Stock Options (Right to Buy)	\$ 21.01					07/11/2006	07/11/2015	Common Stock	44,000
Stock Options (Right to Buy)	\$ 20.69					02/16/2007	02/16/2016	Common Stock	22,750

Stock Options (Right to Buy)	\$ 21.99	02/06/2008	02/06/2017	Common Stock	29,500
Stock Options (Right to Buy)	\$ 17.26	02/28/2009	02/28/2018	Common Stock	25,000
Stock Options (Right to Buy)	\$ 15.16	02/24/2012	02/24/2021	Common Stock	38,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MURRY MICHAEL J 1000 LAKESIDE AVENUE CLEVELAND, OH 44114-1147			Vice President, ECGM	

Signatures

/s/ John T. Bingle, Treasurer, by Power of Attorney	03/04/2011
<small>**Signature of Reporting Person</small>	<small>Date</small>

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).
Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$15.27-\$15.78. The
- (1) reporting person hereby undertakes, upon request of the Commission, the issuer or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price.
- (2) 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.