FERRO CORP

Form 4

February 09, 2005

FORM 4

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

OMB 3235-0287 Number:

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005

0.5

Form 4 or Form 5 obligations may continue.

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

burden hours per response...

Estimated average

See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **GANNON THOMAS M** Issuer Symbol FERRO CORP [FOE] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X_ Officer (give title Other (specify 1000 LAKESIDE AVENUE 02/07/2005 below) below) Corporate Financial Officer (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting CLEVELAND, OH 44114-1147 Person

(City)	(State)	Zip) Table	e I - Non-D	erivative S	Securi	ities Acqu	iired, Disposed of	f, or Beneficial	ly 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)	(A)		d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock			Code V	Amount	or (D)	Price	(Instr. 3 and 4) 10,205.901	D	
Common Stock - Restricted	02/07/2005		A <u>(1)</u>	8,500	A	\$ 19.39	23,900	D	
Common Stock - Supp Exec Defined							536.2812	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 Derivat Securit (Instr. 3	tive y 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. Transacti Code (Instr. 8)	5. Number of orDerivative 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
Stock Option (Right buy)	ns	\$ 19.39	02/07/2005		A(2)	51,843	02/07/2006	02/07/2015	Common Stock	51,843
Stock Option (Right buy)	ns	\$ 19.39	02/07/2005		A(2)	5,157	02/07/2009	02/07/2015	Common Stock	5,157
Stock Option (Right buy)	ns	\$ 24.3					05/16/2004	05/16/2013	Common Stock	50,000
Stock Option (Right buy)	ns	\$ 26.26					02/09/2005	02/09/2014	Common Stock	52,000

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
GANNON THOMAS M			Corporate				
1000 LAKESIDE AVENUE			Financial				
CLEVELAND, OH 44114-1147			Officer				

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Signatures

Thomas M 02/09/2005 Gannon

**Signature of Date
Reporting Person

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).
- Restricted shares of common stock granted under the Performance Share Plan. Restrictions expire based upon degree of acheivement of performance goal. At the end of the performance period, 50% of award is paid in shares free of restrictions, and 50% ispaid in cash. If the amount awarded is less than 100% of the restricted shares, the balance is forfeited to the company.
- (2) Stock Option Grant. Ten year life; 25% vesting the first four years. Upon retirement, unvested options become fully vested and available to exercise for the remaining life of the options.

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.

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