

Thomas Peter T
 Form 4
 September 08, 2010

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 *
 Thomas Peter T

(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)
 09/03/2010

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, PCEM

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	09/03/2010		M		9,967 A \$ 1.37	19,731	D
Common Stock	09/03/2010		D		9,967 D \$ 11.7523	9,764	D
Common Stock						1,209.334	I Investment Savings Plan
Common Stock - Restricted Shares						32,200	D

Common
Stock - 4,750 D
Restricted

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 Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to Buy)	\$ 1.37	09/03/2010		M	9,967	02/25/2010	02/25/2019	Common Stock	9,967
Phantom Shares ⁽²⁾	<u>(1)</u> <u>(2)</u>					<u>(1)</u> <u>(2)</u>	<u>(1)</u> <u>(2)</u>	Common Stock	7,005.25
Stock Options (Right to Buy)	\$ 23.6					02/09/2002	02/09/2011	Common Stock	2,500
Stock Options (Right to Buy)	\$ 25.5					02/11/2003	02/11/2012	Common Stock	3,000
Stock Options (Right to Buy)	\$ 21.26					02/28/2004	02/28/2013	Common Stock	7,000
Stock Options (Right to Buy)	\$ 26.26					02/09/2005	02/09/2014	Common Stock	7,500
Stock Options (Right to Buy)	\$ 19.39					02/07/2006	02/07/2015	Common Stock	8,500

Stock Options (Right to Buy)				Common Stock	
Stock Options (Right to Buy)	\$ 20.69	02/16/2007	02/16/2016	Common Stock	15,500
Stock Options (Right to Buy)	\$ 21.99	02/06/2008	02/06/2017	Common Stock	25,000
Stock Options (Right to Buy)	\$ 17.26	02/28/2009	02/28/2018	Common Stock	25,000
Stock Options (Right to Buy)	\$ 8.25	02/25/2011	02/25/2020	Common Stock	60,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Thomas Peter T 1000 LAKESIDE AVENUE CLEVELAND, OH 44114-1147			Vice President, PCEM	

Signatures

/s/ John T. Bingle, Treasurer, by Power of Attorney
 **Signature of Reporting Person
 09/08/2010
 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) Represent phantom shares awarded under the Company's Supplemental Defined Contribution Plan for Executive Employees.
 Represent phantom shares awarded under the Company's Supplemental Defined Contribution Plan for Executive Employees. These
- (2) 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.

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.