

SHARP WILLIAM JOHN  
Form 4  
November 08, 2010

**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 \*  
SHARP WILLIAM JOHN

(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)  
11/05/2010

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)

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 (D) Price			
Common Stock	11/05/2010		D	4,252 D \$ 15.1482 (1)	7,573	D	
Common Stock					22,225.472	I	Director Deferred Comp Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control

SEC 1474 (9-02)

number.

**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)	8. Price of Underlying Securities (Instr. 3 and 4)
Deferred Stock Units	(2)					Date Exercisable: 02/26/2011 Expiration Date: 02/26/2011	Common Stock	Amount or Number of Shares: 8,000
Stock Options (Right to Buy)	\$ 20.7					Date Exercisable: 04/27/2002 Expiration Date: 04/27/2011	Common Stock	Amount or Number of Shares: 2,500
Stock Options (Right to Buy)	\$ 25.5					Date Exercisable: 02/11/2003 Expiration Date: 02/11/2012	Common Stock	Amount or Number of Shares: 2,500
Stock Options (Right to Buy)	\$ 21.26					Date Exercisable: 02/29/2004 Expiration Date: 02/28/2013	Common Stock	Amount or Number of Shares: 7,000
Stock Options (Right to Buy)	\$ 26.26					Date Exercisable: 02/09/2005 Expiration Date: 02/09/2014	Common Stock	Amount or Number of Shares: 7,000
Stock Options (Right to Buy)	\$ 19.39					Date Exercisable: 02/07/2006 Expiration Date: 02/07/2015	Common Stock	Amount or Number of Shares: 7,000
Stock Options (Right to Buy)	\$ 20.69					Date Exercisable: 02/16/2007 Expiration Date: 02/16/2016	Common Stock	Amount or Number of Shares: 7,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHARP WILLIAM JOHN C/O FERRO CORPORATION 1000 LAKESIDE AVENUE CLEVELAND, OH 44114	X			

## Signatures

/s/ John T. Bingle, Treasurer, by Power of Attorney	11/08/2010
<u>        </u> **Signature of Reporting Person	<u>        </u> 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).
- Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$15.14-\$15.16. 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.
- Award granted to Non-Employee Directors. At the end of the deferral period of one year, the units are redeemable for 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.