

RUTHERFORD JEFFREY L
 Form 4
 February 25, 2013

FORM 4

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

OMB APPROVAL

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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 *
RUTHERFORD JEFFREY L

(Last) (First) (Middle)
 6060 PARKLAND BLVD
 (Street)

MAYFIELD HEIGHTS, OH 44124
 (City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/21/2013

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)
 V.P and CFO

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | | | | (A) or (D) Price | 48,300 | 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)

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| 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 Security (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|---------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount |
| Stock Options (Right to Buy) | \$ 5.29 | 02/21/2013 | | A | 65,000 | 02/21/2014 | 02/21/2023 | Common Stock | 65,000 |
| Restricted Share Unit | \$ 0 | 02/21/2013 | | A | 30,900 | 02/23/2016 | 02/23/2016 | Common Stock | 30,900 |
| Performance Share Unit | \$ 0 | 02/21/2013 | | A | 77,300 | (1) | 12/31/2015 | Common Stock | 77,300 |
| Performance Share Unit | \$ 0 | | | | | (1) | 12/31/2014 | Common Stock | 58,300 |
| Restricted Share Unit | \$ 0 | | | | | 11/12/2014 | 11/12/2014 | Common Stock | 111,300 |
| Restricted Share Unit | \$ 0 | | | | | 04/02/2015 | 04/02/2015 | Common Stock | 23,300 |
| Stock Options (Right to Buy) | \$ 5.95 | | | | | 04/02/2013 | 04/02/2022 | Common Stock | 49,900 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------|-------|
| | Director | 10% Owner | Officer | Other |
| RUTHERFORD JEFFREY L 6060 PARKLAND BLVD MAYFIELD HEIGHTS, OH 44124 | | | V.P and CFO | |

Signatures

/s/ John T. Bingle, Treasurer, by Power of Attorney 02/25/2013

**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).

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- Performance Share Units granted as a performance award, vesting based upon degree of achievement of performance goal. At the end of
- (1) the performance period, 50% of award is paid in common shares free of restrictions, and 50% is paid in cash. If the final amount is less than 100% of the share units, the balance is forfeited to the company.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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