

Schlater Benjamin
Form 4
November 19, 2018

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Schlater Benjamin

(Last) (First) (Middle)

6060 PARKLAND BLVD, SUITE
250

(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)

11/16/2018

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)

Chief Financial Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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)
Common Stock	11/16/2018		M	3,247	A \$ 11.97	19,560	D
Common Stock	11/16/2018		M	2,179	A \$ 9.6	21,739	D
Common Stock	11/16/2018		S	2,179	D \$ 19.5281 (1)	19,560	D
Common Stock	11/16/2018		S	3,247	D \$ 19.5281 (1)	16,313	D

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Stock Options (Right to Buy)	\$ 11.97	11/16/2018		M	3,247	09/01/2016 09/01/2025	Common Stock 3,2
Stock Options (Right to Buy)	\$ 9.6	11/16/2018		M	2,179	02/17/2017 02/17/2026	Common Stock 2,1
Performance Share Unit	\$ 0					(2) 12/31/2018	Common Stock 15,
Performance Share Unit	\$ 0					(2) 12/31/2019	Common Stock 17,
Performance Share Unit	\$ 0					(2) 12/31/2020	Common Stock 12,
Phantom Shares	(3)					(3) (3)	Common Stock 2,917
Restricted Share Unit	\$ 0					02/17/2019 02/17/2019	Common Stock 4,7
Restricted Share Unit	\$ 0					09/01/2019 09/01/2019	Common Stock 1,5
Restricted Share Unit	\$ 0					02/15/2020 02/15/2020	Common Stock 6,9
Restricted Share Unit	\$ 0					02/21/2021 02/21/2021	Common Stock 5,0
Stock Options	\$ 22.01					(4) 02/21/2028	Common Stock 16,

(Right to
Buy)

Stock

Options
(Right to
Buy)

\$ 14.27

02/15/2018 02/15/2027

Common
Stock

20,

Stock

Options
(Right to
Buy)

\$ 13.35

09/01/2017 09/01/2026

Common
Stock

3,0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Schlater Benjamin 6060 PARKLAND BLVD SUITE 250 MAYFIELD HEIGHTS, OH 44124			Chief Financial Officer	

Signatures

/s/ Richard Shuttie, Treasurer, by Power of
Attorney

11/19/2018

**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).

Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$19.50-\$19.59. 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.

Performance Share Units granted as a performance award, vesting based upon degree of achievement of performance goal. At the end of
(2) 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.

(3) Represent phantom shares awarded under the Company's Supplemental Defined Contribution Plan for Executive Employees.

(4) 33+% per year for 3 years beginning on 21-Feb-2019

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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