

SULLIVAN DENNIS W

Form 4

February 08, 2008

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SULLIVAN DENNIS W

(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)
02/06/2008

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 (A) or (D)	Price	
Common Stock					2,625		D
Common Stock	02/06/2008		M		3,800 (1)	A \$ 0 (1)	36,606.413 (2) I
							Director Deferred Comp Plan

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

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SEC 1474
(9-02)

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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)		8. D S (C)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Deferred Stock Units	\$ 21.99 (1)	02/06/2008		M	3,800	02/06/2008	02/06/2008	Common Stock	3,800	
Stock Options (Right to buy)	\$ 19.39					02/07/2006	02/07/2015	Common Stock	7,000	
Stock Options (Right to buy)	\$ 20.69					02/16/2007	02/16/2016	Common Stock	7,000	
Stock Options (Right to buy)	\$ 20.7					04/27/2002	04/27/2011	Common Stock	2,500	
Stock Options (Right to buy)	\$ 21.26					02/29/2004	02/28/2013	Common Stock	7,000	
Stock Options (Right to buy)	\$ 22.875					04/28/2001	04/28/2010	Common Stock	2,500	
Stock Options (Right to buy)	\$ 25.5					02/11/2003	02/11/2012	Common Stock	2,500	
Stock Options (Right to buy)	\$ 26.26					02/09/2005	02/09/2014	Common Stock	7,000	

Stock Options (Right to buy)	\$ 27.6875	04/23/2000	04/23/2009	Common Stock	2,500
Stock Options (Right to buy)	\$ 28.4375	04/24/1999	04/24/2008	Common Stock	2,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SULLIVAN DENNIS W C/O FERRO CORPORATION 1000 LAKESIDE AVENUE CLEVELAND, OH 44114	X			

Signatures

Sallie B. Bailey, Chief Financial Officer, by Power of Attorney 02/08/2008

__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).

(2) Balance includes shares acquired pursuant to dividend reinvestment.

Vesting of Deferred Stock Units awarded to Non-Employee Directors. At the end of the deferral period of one year, the units are
(1) redeemable for an equal number of shares of Ferro Common Stock. The Directors may defer the payment of the shares by depositing them into their Directors' Deferred Compensation Plan account.

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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