SULLIVAN DENNIS W

Form 4

February 27, 2009

FORM 4

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

OMB APPROVAL OMB

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Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading SULLIVAN DENNIS W Issuer Symbol FERRO CORP [FOE] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) _X__ Director 10% Owner Other (specify Officer (give title C/O FERRO CORPORATION, 1000 02/25/2009 below) LAKESIDE AVENUE (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

CLEVELAND, OH 44114

Common

Stock

(City)	(State) (Zip) Table	e I - Non-Do	erivative Secu	urities Ac	quired, Disposed	of, or Beneficial	lly Owned
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transactio	4. Securities on Acquired (A		5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect
(Instr. 3)		any (Month/Doy/Woor)	Code	Disposed of	` /	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8) Code V	0	A)	Owned Following Reported Transaction(s) (Instr. 3 and 4)	Indirect (I) (Instr. 4)	Ownership (Instr. 4)
Common Stock	l					2,625	D	
C								Director

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

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43,606.505 (1) I

Deferred

Comp Plan

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$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

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. Transactic Code (Instr. 8)	5. Numbout Derive Securitic Acquires (A) or Disposes (D) (Instr. 3, and 5)	ative es d	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
Deferred Stock Units	<u>(2)</u>	02/25/2009		A	3,800 (2)		02/25/2010	02/25/2010	Common Stock	3,800
Deferred Stock Units	<u>(2)</u>						02/28/2009	02/28/2009	Common Stock	3,800
Stock Options (Right to Buy)	\$ 27.6875						04/23/2000	04/23/2009	Common Stock	2,500
Stock Options (Right to Buy)	\$ 22.875						04/28/2001	04/28/2010	Common Stock	2,500
Stock Options (Right to Buy)	\$ 20.7						04/27/2002	04/27/2011	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)	\$ 21.26						02/29/2004	02/28/2013	Common Stock	7,000
Stock Options (Right to Buy)	\$ 26.26						02/09/2005	02/09/2014	Common Stock	7,000
Stock	\$ 19.39						02/07/2006	02/07/2015	Common	7,000

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Options (Right to Buy)			Stock	
Stock Options (Right to Buy)	\$ 20.69	02/16/2007 02/16/201	Common Stock	7,000

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

/s/ John T. Bingle, Treasurer, by Power of Attorney 02/27/2009

Explanation of Responses:

**Signature of Reporting Person

- * 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) Balance includes shares acquired pursuant to dividend reinvestment.
- 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.

Date

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.

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