Killian Ann Form 4 February 27, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

may continue. See Instruction 1(b).

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * Killian Ann

(First)

(Last)

(City)

2. Issuer Name and Ticker or Trading

Symbol

FERRO CORP [FOE]

(Middle)

(Zin)

3. Date of Earliest Transaction

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

Vice President, Human Resource

1000 LAKESIDE AVENUE

(Month/Day/Year)

02/25/2009

Director 10% Owner _X__ Officer (give title below)

Other (specify

(Street)

(State)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

CLEVELAND, OH 44114-1147

(City)	(State) (Z	(Zip) 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. Transactio Code (Instr. 8)	4. Securities onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or		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 -			Code V	Amount 8,000	` '	Price				
Restricted Shares	02/25/2009		A	<u>(1)</u>	A	\$ 0	12,800	D		
Common Stock							3,000	D		
Common Stock - Restricted (2)							30,425	D		
Common Stock - Supp							0	D		

Exec Defined

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(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. Transacti Code (Instr. 8)	5. Number of Derivative Securities Acquired or Dispose (D) (Instr. 3, 4 and 5)	(A) ed of	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 of Number of Shares
Stock Options (Right to Buy)	\$ 1.37	02/25/2009		A	35,000 (3)		02/25/2010	02/25/2019	Common Stock	35,00
Phantom Shares (4)	<u>(4)</u>						<u>(4)</u>	<u>(4)</u>	Common Stock	3,569.67
Stock Options (Right to Buy)	\$ 21.01						07/11/2006	07/11/2015	Common Stock	30,00
Stock Options (Right to Buy)	\$ 20.69						02/16/2007	02/16/2016	Common Stock	15,50
Stock Options (Right to Buy)	\$ 21.99						02/06/2008	02/06/2017	Common Stock	18,00
Stock Options (Right to Buy)	\$ 17.26						02/28/2009	02/28/2018	Common Stock	17,00

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Killian Ann

1000 LAKESIDE AVENUE Vice President, Human Resource

CLEVELAND, OH 44114-1147

Signatures

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

**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).
- (1) Restricted shares of common stock granted under the Company's Long-Term Incentive Plan. The restricted shares vest on the third anniversary of the date of grant.
- Restricted shares of common stock granted under the Performance Share Plan. Restrictions expire based upon degree of achievement of performance goal. At the end of the performance period, 50% of award is paid in shares free of restrictions, and 50% is paid in cash. If the amount awarded is less than 100% of the restricted shares, the balance is forfeited to the company.
- (3) Stock Option Grant. The options expire after ten years. Vesting of the options occurs over a four year period, with 25% of the grant vesting at the end of each of the four years.
- (4) Represent phantom shares awarded under the Company's Supplemental Defined Contribution Plan for Executive Employees.

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.

Reporting Owners 3