MURRY MICHAEL J

Form 4

March 04, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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

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obligations may continue.

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).

Stock -

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * MURRY MICHAEL J			2. Issuer Name and Ticker or Trading Symbol FERRO CORP [FOE]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(Last) (First) (Middle)		3. Date of Earliest Transaction	(energy an approache)		
1000 LAKESIDE AVENUE		E	(Month/Day/Year) 03/04/2011	Director 10% Owner _X_ Officer (give title Other (specify below) Vice President, ECGM		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
CLEVELAND,	ОН 44114-	-1147	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative	Secur	rities Acquir	ed, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired (A) Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	Ownership Form: Direct (D)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common	03/04/2011		Code V M	Amount 10,000	(D)	Price \$ 1.37	17,227	D	
Stock				,		·	,		
Common Stock	03/04/2011		M	15,000	A	\$ 8.25	32,227	D	
Common Stock	03/04/2011		D	10,000	D	\$ 15.4464 (1)	22,227	D	
Common Stock	03/04/2011		D	15,000	D	\$ 15.4464	7,227	D	
Common							36,500	D	

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Restricted Shares		
Common Stock - Supp Exec Defined	0	D
Common Stock - Restricted	4,750	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)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	2 3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. Number of orDerivative 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 of Number of Shares
Stock Options (Right to Buy)	\$ 1.37	03/04/2011		M		10,000	02/25/2010	02/25/2019	Common Stock	10,00
Stock Options (Right to Buy)	\$ 8.25	03/04/2011		M		15,000	02/25/2011	02/25/2020	Common Stock	15,000
Phantom Shares	(2)						(2)	(2)	Common Stock	7,917.39
Stock Options (Right to Buy)	\$ 21.01						07/11/2006	07/11/2015	Common Stock	44,000
Stock Options (Right to Buy)	\$ 20.69						02/16/2007	02/16/2016	Common Stock	22,750

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Stock Options (Right to Buy)	\$ 21.99	02/06/2008	02/06/2017	Common Stock	29,500
Stock Options (Right to Buy)	\$ 17.26	02/28/2009	02/28/2018	Common Stock	25,000
Stock Options (Right to Buy)	\$ 15.16	02/24/2012	02/24/2021	Common Stock	38,000

Reporting Owners

Reporting Owner Name / Address	Keiationsnips					
	Director	10% Owner	Officer	Other		

MURRY MICHAEL J 1000 LAKESIDE AVENUE CLEVELAND, OH 44114-1147

Vice President, ECGM

Signatures

/s/ John T. Bingle, Treasurer, by Power of Attorney 03/04/2011

**Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

information regarding the number of shares sold at each separate price.

- ** 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 \$15.27-\$15.78. The (1) reporting person hereby undertakes, upon request of the Commission, the issuer or a security holder of the issuer, to provide full
- (2) 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.

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