

HWANG JENNIE S

Form 4

February 26, 2013

**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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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
HWANG JENNIE S

(Last) (First) (Middle)

C/O FERRO CORPORATION, 6060  
PARKLAND BOULEVARD

(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)  
02/22/2013

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 02/25/2013                              |                                                             | M                                       | 12,000                                                                     | A 11 24,200                                                                                                        | D                                                                    |                                                                   |
| Common<br>Stock                       |                                         |                                                             |                                         |                                                                            | 12,724.942                                                                                                         | I                                                                    | Director<br>Deferred<br>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)

# Edgar Filing: HWANG JENNIE S - Form 4

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount<br>Underlying Securities<br>(Instr. 3 and 4) |                    |                 |                                     |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|------------------------------------------------------------------|--------------------|-----------------|-------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                      | (A)                                                            | (D) | Date<br>Exercisable                                              | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of Shares |
| Deferred<br>Stock<br>Units                          | (2)                                                                   | 02/22/2013                              |                                                             | A                                       |                                                                                                        | 18,500                                                         |     | 02/22/2014                                                       | 02/22/2014         | Common<br>Stock | 18,500                              |
| Deferred<br>Stock<br>Units                          | (1) (2)                                                               | 02/25/2013                              |                                                             | M                                       |                                                                                                        | 12,000                                                         |     | 02/24/2013                                                       | 02/24/2013         | Common<br>Stock | 12,000                              |
| Stock<br>Options<br>(Right to<br>Buy)               | \$ 21.26                                                              |                                         |                                                             |                                         |                                                                                                        |                                                                |     | 02/29/2004                                                       | 02/28/2013         | Common<br>Stock | 7,000                               |
| Stock<br>Options<br>(Right to<br>Buy)               | \$ 26.26                                                              |                                         |                                                             |                                         |                                                                                                        |                                                                |     | 02/09/2005                                                       | 02/09/2014         | Common<br>Stock | 7,000                               |
| Stock<br>Options<br>(Right to<br>Buy)               | \$ 19.39                                                              |                                         |                                                             |                                         |                                                                                                        |                                                                |     | 02/07/2006                                                       | 02/07/2015         | Common<br>Stock | 7,000                               |
| Stock<br>Options<br>(Right to<br>Buy)               | \$ 20.69                                                              |                                         |                                                             |                                         |                                                                                                        |                                                                |     | 02/16/2007                                                       | 02/16/2016         | Common<br>Stock | 7,000                               |

## Reporting Owners

| Reporting Owner Name / Address                                                                   | Relationships                    |
|--------------------------------------------------------------------------------------------------|----------------------------------|
|                                                                                                  | Director 10% Owner Officer Other |
| HWANG JENNIE S<br>C/O FERRO CORPORATION<br>6060 PARKLAND BOULEVARD<br>MAYFIELD HEIGHTS, OH 44124 | X                                |

## Signatures

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

02/26/2013

\_\_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).

Vesting of Deferred Stock Units awarded to Non-Employee Directors. At the end of the deferral period of one year, the units are  
(1) converted into 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.

Award granted to Non-Employee Directors. At the end of the deferral period of one year, the units are converted into 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.

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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