

FERRO CORP
Form 4
June 10, 2014

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
QUINN JEFFRY N

(Last) (First) (Middle)
6060 PARKLAND BLVD.

(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)
06/06/2014

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 Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-------|---------------------------|
| | | | | (A) or (D) | Price | | | | |
| Common Stock | 06/06/2014 | | S | 175,000 | D | \$ 13.4874 (1) | 525,000 | I (2) | By Quinpario Partners LLC |
| Common Stock | 06/09/2014 | | S | 57,393 | D | \$ 13.0555 (3) | 467,607 | I (2) | By Quinpario Partners LLC |
| Common Stock | | | | | | | 8,800 | 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) | 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. Price of Derivative Security (Instr. 5) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |
| Deferred Stock Units | (4) | | | | | (5) | (5) | Common Stock | 7,600 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| QUINN JEFFRY N 6060 PARKLAND BLVD. MAYFIELD HEIGHTS, OH 44124 | | | X | |

Signatures

/s/ John T. Bingle, Treasurer, by Power of Attorney
 Date: 06/10/2014
 **Signature of Reporting Person

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).
- Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$13.355-\$13.63.
- (1) The reporting person, hereby undertakes, upon request of the Commission, the issuer or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price.
 - (2) Shares of Common Stock directly owned by Quinpario Partners LLC ("Quinpario"). Mr. Quinn, as the Chairman and Chief Executive Officer of Quinpario, may be deemed to beneficially own the shares of Common Stock directly owned by Quinpario.
 - (3)

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Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$12.855-\$13.30. The reporting person, hereby undertakes, upon request of the Commission, the issuer or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price.

- (4) Each DSU is the economic equivalent of one share of Ferro common stock.

Award granted to Non-Employee Directors. The Deferred Stock Units vest immediately at the time of the Award; however, the Deferred Stock Units will be held for the account of the Recipient and will not be converted into shares of Ferro Common Stock until the Recipient ceases to serve as a Director of the Company (the "Holding Period"). Upon cessation of Recipient's service as a Director, one share of

- (5) Ferro Common Stock will be delivered for each Deferred Stock Unit held. During the Holding Period, the Recipient will not be entitled to exercise any voting rights with respect to the shares of Ferro Common Stock that correspond to the Deferred Stock Units, but the Recipient will be entitled to receive a cash payment equivalent to any cash distributions or dividends paid on Ferro Common Stock with respect to the Deferred Stock Units during the Holding Period.

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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