

Schlater Benjamin  
 Form 4  
 February 20, 2019

**FORM 4**

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

OMB APPROVAL

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**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 \*  
 Schlater Benjamin

2. Issuer Name and Ticker or Trading Symbol  
 FERRO CORP [FOE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 6060 PARKLAND BLVD, SUITE 250

3. Date of Earliest Transaction (Month/Day/Year)  
 02/17/2019

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 \_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
 Chief Financial Officer

(Street)  
 MAYFIELD HEIGHTS, OH 44124

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (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. 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	02/17/2019		M	V	4,700	A	\$ 0 (1)	21,013	D
Common Stock	02/18/2019		F		1,606	D	\$ 17.4	19,407	D

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

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 (9-02)

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**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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount
Restricted Stock Units	\$ 0 <sup>(1)</sup>	02/17/2019		M	4,700	02/17/2019	02/17/2026	Common Stock	4,700
Performance Share Unit	\$ 0					<sup>(2)</sup>	12/31/2018	Common Stock	1
Performance Share Unit	\$ 0					<sup>(2)</sup>	12/31/2019	Common Stock	1
Performance Share Unit	\$ 0					<sup>(2)</sup>	12/31/2020	Common Stock	1
Phantom Shares	\$ 0 <sup>(3)</sup>					<sup>(3)</sup>	<sup>(3)</sup>	Common Stock	6,100
Restricted Share Unit	\$ 0					09/01/2019 <sup>(4)</sup>	09/01/2019	Common Stock	1
Restricted Share Unit	\$ 0					02/15/2020 <sup>(4)</sup>	02/15/2020	Common Stock	1
Restricted Share Unit	\$ 0					02/21/2021 <sup>(4)</sup>	02/21/2021	Common Stock	1
Stock Options (Right to Buy)	\$ 22.01					<sup>(5)</sup>	02/21/2028	Common Stock	1
Stock Options (Right to Buy)	\$ 14.27					02/15/2018	02/15/2027	Common Stock	2
Stock Options (Right to Buy)	\$ 13.35					09/01/2017	09/01/2026	Common Stock	1
Stock Options (Right to Buy)	\$ 9.6					02/17/2017	02/17/2026	Common Stock	4

