FERRO CORP Form SC 13D/A July 06, 2009

# SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

## SCHEDULE 13D

Under the Securities Exchange Act of 1934 (Amendment No. 34)

Ferro Corporation (Name of Issuer)

Common Stock, \$1.00 Par Value Per Share (Title of Class of Securities)

> \_\_\_\_315405100\_\_\_\_ (CUSIP Number)

Peter D. Goldstein GAMCO Investors, Inc. One Corporate Center Rye, New York 10580-1435 (914) 921-7732

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

\_\_\_\_\_July 1, 2009\_\_\_\_\_ (Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of \$ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box .

#### 1

#### CUSIP No. 315405100 1 Names of reporting persons I.R.S. identification nos. of above persons (entities only) Gabelli Funds, LLC I.D. No. 13-4044523 2 Check the appropriate box if a member of a group (SEE **INSTRUCTIONS**) (b) 3 Sec use only 4 Source of funds (SEE INSTRUCTIONS) 00-Funds of investment advisory clients 5 Check box if disclosure of legal proceedings is required pursuant to items 2 (d) or 2 (e) 6 Citizenship or place of organization New York :7 Number Of Sole voting power : Shares 2,845,900 (Item 5) : : Beneficially :8 Shared voting power : Owned None : : By Each :9 Sole dispositive power : 2,845,900 (Item 5) Reporting : ٠ Person :10 Shared dispositive power : With : None 11 Aggregate amount beneficially owned by each reporting person 2,845,900 (Item 5)

- 12 Check box if the aggregate amount in row (11) excludes certain shares (SEE INSTRUCTIONS)
- 13 Percent of class represented by amount in row (11)

6.34%

(a)

14 Type of reporting person (SEE INSTRUCTIONS) IA

2

# CUSIP No. 315405100

| Names of reporting persons                                  |   |
|---|---|
| I.R.S. identification nos. of above persons (entities only) |   |
| GAMCO Asset Management Inc.                                 | I.D.  |
| No. 13-4044521  |   |
| Check the appropriate box if a member of a group (SEE       |   |
| INSTRUCTIONS)   | (a)   |
|   | I.R.S. identification nos. of above persons (entities only)<br>GAMCO Asset Management Inc.<br>No. 13-4044521<br>Check the appropriate box if a member of a group (SEE |

(b)

# 3 Sec use only

- 4 Source of funds (SEE INSTRUCTIONS) 00-Funds of investment advisory clients
- 5 Check box if disclosure of legal proceedings is required pursuant to items 2 (d) or 2 (e)
- 6 Citizenship or place of organization New York

| Number Of    | : 7      | Sole voting power        |
|--------------|----------|--------------------------|
| Shares       | :        | 5,706,790 (Item 5)       |
| Beneficially | :<br>: 8 | Shared voting power      |
| Owned        | :        | None                     |
| By Each      | : 9      | Sole dispositive power   |
| Reporting    | :        | 5,936,390 (Item 5)       |
| Person       | :<br>:10 | Shared dispositive power |
| With         | :        | None                     |
|              | •        |                          |

11 Aggregate amount beneficially owned by each reporting person

5,936,390 (Item 5)

- 12 Check box if the aggregate amount in row (11) excludes certain shares (SEE INSTRUCTIONS)
- 13 Percent of class represented by amount in row (11)

13.21%

14 Type of reporting person (SEE INSTRUCTIONS) IA, CO

# CUSIP No. 315405100

- Names of reporting persons
  I.R.S. identification nos. of above persons (entities only)
  Teton Advisors, Inc.
  No. 13-4008049
- 2 Check the appropriate box if a member of a group (SEE INSTRUCTIONS)

(b)

## 3 Sec use only

- 4 Source of funds (SEE INSTRUCTIONS) 00 – Funds of investment advisory clients
- 5 Check box if disclosure of legal proceedings is required pursuant to items 2 (d) or 2 (e)
- 6 Citizenship or place of organization Delaware

| Number Of    | : 7      | Sole voting power        |
|--------------|----------|--------------------------|
| Shares       |          | 444,169 (Item 5)         |
| Beneficially | : 8      | Shared voting power      |
| Owned        | :        | None                     |
| By Each      | : 9      | Sole dispositive power   |
| Reporting    | :        | 444,169 (Item 5)         |
| Person       | :<br>:10 | Shared dispositive power |
| With         |          | None                     |
|              | •        |                          |

11 Aggregate amount beneficially owned by each reporting person

444,169 (Item 5)

- 12 Check box if the aggregate amount in row (11) excludes certain shares (SEE INSTRUCTIONS)
- 13 Percent of class represented by amount in row (11)

0.99%

I.D.

14 Type of reporting person (SEE INSTRUCTIONS) IA, CO

# CUSIP No. 315405100

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| 1 | Names of reporting persons<br>I.R.S. identification nos. of above persons (entities only)<br>Gabelli Securities, Inc. |                       |  | I.D. No. 13-3379374 |
|---|---|-----------------------|--|---------------------|
| 2 | Check the appropriate box if a member of a group (SEE INSTRUCTIONS)   |                       |  |                     |
|   | (b)   |                       |  |                     |
| 3 | Sec use only  |                       |  |                     |
| 4 | Source of funds (SEE INSTRUCTIONS)<br>00-Client Funds   |                       |  |                     |
| 5 | Check box if disclosu   | are of legal proceedi | ngs is required pursuant to items 2 (d | l) or 2 (e)         |
| 6 | Citizenship or place of organization<br>Delaware  |                       |  |                     |
|   | Number Of   | : 7                   | Sole voting power                      |                     |
|   | Shares  | •                     | 2,000 (Item 5)                         |                     |
|   | Beneficially  | : 8                   | Shared voting power                    |                     |
|   | Owned   | •                     | None                                   |                     |
|   | By Each   | : 9                   | Sole dispositive power                 |                     |
|   | Reporting   | :                     | 2,000 (Item 5)                         |                     |
|   | Person  | :10                   | Shared dispositive power               |                     |
|   | With  | •                     | None                                   |                     |
|   | Aggregate amount be   | eneficially owned by  | each reporting person                  |                     |
|   | 2,000 (Item   | 5)                    |  |                     |
|   | Check box if the agg<br>(SEE INSTRUCTIO   | 6                     | v (11) excludes certain shares         |                     |
|   | Percent of class repre  | esented by amount in  | n row (11)                             |                     |
|   | 0.00%   |                       |  |                     |

14 Type of reporting person (SEE INSTRUCTIONS)

(a)

HC, CO, IA

### CUSIP No. 315405100

| 1 | Names of reporting persons<br>I.R.S. identification nos. of above persons (entities only)<br>GGCP, Inc. | I.D. No. 13-3056041 |
|---|---|---------------------|
| 2 | Check the appropriate box if a member of a group (SEE INSTRUCTIONS)                                     | (a)                 |
|   | (b)   |                     |
| 3 | Sec use only  |                     |
| 4 | Source of funds (SEE INSTRUCTIONS)<br>None  |                     |
| 5 | Check box if disclosure of legal proceedings is required pursuant to items 2 (d) or 2                   | (e)                 |

6 Citizenship or place of organization New York

| Number Of    | : 7 | Sole voting power        |
|--------------|-----|--------------------------|
| Shares       | :   | None                     |
| Beneficially | : 8 | Shared voting power      |
| Owned        | :   | None                     |
| By Each      | : 9 | Sole dispositive power   |
| Reporting    |     | None                     |
| Person       | :10 | Shared dispositive power |
| With         |     | None                     |
|              |     |                          |

11 Aggregate amount beneficially owned by each reporting person

### None

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(iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

*provided, however,* that clauses (i) and (ii) do not apply if the information required to be included in a post-effective amendment by those clauses is contained in periodic reports filed with or furnished to the Commission by Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement.

(b) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of Registrant s annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of Registrant pursuant to the foregoing provisions, or otherwise, Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by Registrant of expenses incurred or paid by a director, officer or controlling person of Registrant in the successful defense of any

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action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

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#### SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Village of Lincolnshire, State of Illinois on this 10<sup>th</sup> day of May, 2004.

#### FORTUNE BRANDS, INC.

By /s/ MARK A. ROCHE

(Mark A. Roche, Senior Vice President, General Counsel and Secretary)

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities indicated on this 10<sup>th</sup> day of May, 2004.

| Signature            | Title  |  |
|----------------------|--|--|
| NORMAN H. WESLEY*    | Chairman of the Board and Chief Executive  |  |
| (Norman H. Wesley)   | Officer (principal executive officer)  |  |
| CRAIG P. OMTVEDT*    |  |  |
| (Craig P. Omtvedt)   | _ Senior Vice President and Chief Financial<br>Officer (principal financial officer) |  |
| NADINE A. HEIDRICH*  | Vice President and Corporate Controller  |  |
| (Nadine A. Heidrich) | (principal accounting officer)   |  |
| PATRICIA O. EWERS*   | Director   |  |
| (Patricia O. Ewers)  |  |  |
| THOMAS C. HAYS*      | Director   |  |
| (Thomas C. Hays)     |  |  |
| PIERRE E. LEROY*     | Director   |  |
| (Pierre E. Leroy)    |  |  |
|                      |  |  |

| PIERRE E. LEROY*       |       | Director |              |
|------------------------|-------|----------|--------------|
| (Pierre E. Leroy)      |       | -        |              |
|                        | II-12 |          |              |
| <u>Signature</u>       |       |          | <u>Title</u> |
| GORDON R. LOHMAN*      |       |          | Director     |
| (Gordon R. Lohman)     |       | -        |              |
| EUGENE A. RENNA*       |       | -        | Director     |
| (Eugene A. Renna)      |       |          |              |
| J. CHRISTOPHER REYES*  |       | -        | Director     |
| (J. Christopher Reyes) |       |          |              |

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Director

Signature ANNE M. TATLOCK\*

(Anne M. Tatlock)

DAVID M. THOMAS\*

(David M. Thomas)

PETER M. WILSON\*

(Peter M. Wilson)

<u>Title</u>

Director

Director

\*By: /s/ A. ROBERT COLBY

(A. Robert Colby, Attorney-in-Fact)

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