

Austin Sandra
Form 4
February 27, 2012

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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(Print or Type Responses)

1. Name and Address of Reporting Person *
Austin Sandra

(Last) (First) (Middle)

C/O FERRO CORPORATION, 6060
PARKLAND BLVD

(Street)

MAYFIELD HEIGHT, OH 44124

(City) (State) (Zip)

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

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

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. 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/25/2012		M		4,200	A	24,821.8138
Common Stock							20,487

Director
Deferred
Comp Plan

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

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information contained in this form are not
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SEC 1474
(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 Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Deferred Stock Units	<u>(2)</u>	02/24/2012		A		12,000		02/24/2013	02/24/2013	Common Stock	12,000
Deferred Stock Units	<u>(1)</u> <u>(2)</u>	02/25/2012		M		4,200		02/25/2012	02/25/2012	Common Stock	4,200
Stock Options (Right to Buy)	\$ 21.26							02/29/2004	02/28/2013	Common Stock	7,000
Stock Options (Right to Buy)	\$ 26.26							02/09/2005	02/09/2014	Common Stock	7,000
Stock Options (Right to Buy)	\$ 19.39							02/07/2006	02/07/2015	Common Stock	7,000
Stock Options (Right to Buy)	\$ 20.69							02/16/2007	02/16/2016	Common Stock	7,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Austin Sandra C/O FERRO CORPORATION 6060 PARKLAND BLVD MAYFIELD HEIGHT, OH 44124	X			

Signatures

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

02/27/2012

__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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