

Duesenberg Mark Hugo  
Form 4  
May 09, 2018

**FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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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 *			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer
Duesenberg Mark Hugo			FERRO CORP [FOE]	(Check all applicable)
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	____ Director ____ Officer (give title below) ____ 10% Owner ____ Other (specify below) General Counsel
6060 PARKLAND BOULEVARD			05/08/2018	
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line)
MAYFIELD HEIGHTS, OH 44124				<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	05/08/2018		M	A	\$ 1.37 180,631	D	
Common Stock	05/08/2018		S <sup>(1)</sup>	D	\$ 21.8358 168,631	D	
					<sup>(2)</sup>		

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

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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 Security (Instr. 3 and 4)	An
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Nu Sh
Stock Options (Right to Buy)	\$ 1.37	05/08/2018		M	12,000	02/25/2010	02/25/2019	Common Stock	
Performance Share Unit	\$ 0					<u>(3)</u>	12/31/2018	Common Stock	
Performance Share Unit	\$ 0					<u>(3)</u>	12/31/2019	Common Stock	
Performance Share Unit	\$ 0					<u>(3)</u>	12/31/2020	Common Stock	
Phantom Shares	<u>(4)</u>					<u>(4)</u>	<u>(4)</u>	Common Stock	30
Restricted Share Unit	\$ 0					02/20/2017 <sup>(5)</sup>	02/20/2017	Common Stock	
Restricted Share Unit	\$ 0					02/18/2018 <sup>(5)</sup>	02/18/2018	Common Stock	
Restricted Share Unit	\$ 0					02/17/2019 <sup>(5)</sup>	02/17/2019	Common Stock	
Restricted Share Unit	\$ 0					02/15/2020 <sup>(5)</sup>	02/15/2020	Common Stock	
Restricted Share Unit	\$ 0					02/21/2021 <sup>(5)</sup>	02/21/2021	Common Stock	
Stock Options (Right to Buy)	\$ 22.01					02/21/2019	02/21/2028	Common Stock	
Stock Options (Right to Buy)	\$ 15.16					02/24/2012	02/24/2021	Common Stock	
Stock Options	\$ 14.27					02/15/2018	02/15/2027	Common Stock	

(Right to Buy)					
Stock Options (Right to Buy)	\$ 13.09		02/20/2015	02/20/2024	Common Stock
Stock Options (Right to Buy)	\$ 12.33		02/18/2016	02/18/2025	Common Stock
Stock Options (Right to Buy)	\$ 9.6		02/17/2017	02/17/2026	Common Stock
Stock Options (Right to Buy)	\$ 8.25		02/25/2011	02/25/2020	Common Stock
Stock Options (Right to Buy)	\$ 6.84		02/23/2013	02/23/2022	Common Stock
Stock Options (Right to Buy)	\$ 5.29		02/21/2014	02/21/2023	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Duesenberg Mark Hugo 6060 PARKLAND BOULEVARD MAYFIELD HEIGHTS, OH 44124			General Counsel	

## Signatures

/s/ Mark Duesenberg, Vice President, General Counsel & Secretary, by Power of Attorney

05/09/2018

\*\*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).

- (1) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan previously adopted by Mr. Duesenberg.
- (2)

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Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$21.71-\$21.93. 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.

- (3) Performance Share Units granted as a performance award, vesting based upon degree of achievement of performance goal. At the end of the performance period, 50% of award is paid in common shares free of restrictions, and 50% is paid in cash. If the final amount is less than 100% of the share units, the balance is forfeited to the company.
- (4) Represent phantom shares awarded under the Company's Supplemental Defined Contribution Plan for Executive Employees.
- (5) The date reflected above as the Date Exercisable is the scheduled vesting date of the Restricted Share Units. Once vested, settlement of the Restricted Share Units and delivery of common shares is subject to an additional two-year 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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