

SULLIVAN DENNIS W  
 Form 4  
 February 27, 2009

**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 \*  
 SULLIVAN DENNIS W

(Last) (First) (Middle)

C/O FERRO CORPORATION, 1000 LAKESIDE AVENUE

(Street)

CLEVELAND, OH 44114

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
 02/25/2009

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)
Common Stock				(A) or (D)	2,625	D	
Common Stock				(A) or (D)	43,606.505 <sup>(1)</sup>	I	Director Deferred Comp Plan

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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)	8. Amount or Number of Shares	
				Code	V	(A)	(D)	Title		
Deferred Stock Units	(2)	02/25/2009		A		3,800 (2)		02/25/2010 02/25/2010	Common Stock	3,800
Deferred Stock Units	(2)							02/28/2009 02/28/2009	Common Stock	3,800
Stock Options (Right to Buy)	\$ 27.6875							04/23/2000 04/23/2009	Common Stock	2,500
Stock Options (Right to Buy)	\$ 22.875							04/28/2001 04/28/2010	Common Stock	2,500
Stock Options (Right to Buy)	\$ 20.7							04/27/2002 04/27/2011	Common Stock	2,500
Stock Options (Right to Buy)	\$ 25.5							02/11/2003 02/11/2012	Common Stock	2,500
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	\$ 19.39							02/07/2006 02/07/2015	Common	7,000

