

Kirsch James F
 Form 4
 September 09, 2010

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Kirsch James F

(Last) (First) (Middle)
 1000 LAKESIDE AVENUE
 (Street)

CLEVELAND, OH 44114-1147

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 09/07/2010

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)
 Chairman, President & CEO

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) | (A) or (D) | 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 | Price | | |
| Common Stock | 09/07/2010 | | M | | 57,497 | A \$ 1.37 | 92,490 | D |
| Common Stock | 09/07/2010 | | D | | 57,497 | D \$ 11.7479 | 34,993 | D |
| Common Stock - Restricted Shares | | | | | | | 155,000 | D |
| Common Stock - Restricted | | | | | | | 27,500 | D |

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

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(9-02)

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 |
| Stock Options (Right to Buy) | \$ 1.37 | 09/07/2010 | | M | 57,497 | 02/25/2010 02/25/2019 | Common Stock | 57,497 | |
| Phantom Shares ⁽²⁾ | <u>(1)</u> <u>(2)</u> | | | | | <u>(1)(2)</u> <u>(1)(2)</u> | Common Stock | 20,840.6 | |
| Stock Options (Right to Buy) | \$ 21.15 | | | | | 10/18/2004 10/18/2014 | Common Stock | 125,000 | |
| Stock Options (Right to Buy) | \$ 20.69 | | | | | 02/16/2007 02/16/2016 | Common Stock | 140,000 | |
| Stock Options (Right to Buy) | \$ 21.99 | | | | | 02/06/2008 02/06/2017 | Common Stock | 150,000 | |
| Stock Options (Right to Buy) | \$ 17.26 | | | | | 02/28/2009 02/28/2018 | Common Stock | 146,000 | |
| Stock Options (Right to Buy) | \$ 8.25 | | | | | 02/25/2011 02/25/2020 | Common Stock | 270,000 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Kirsch James F 1000 LAKESIDE AVENUE CLEVELAND, OH 44114-1147 | X | | Chairman, President & CEO | |

Signatures

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

09/09/2010

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) Represent phantom shares awarded under the Company's Supplemental Defined Contribution Plan for Executive Employees.

Represent phantom shares awarded under the Company's Supplemental Defined Contribution Plan for Executive Employees. These
(2) shares were previously disclosed in Table I of this Form and have been moved to Table II of this Form. This transaction is not a disposition.

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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