

FERRO CORP  
Form 8-K  
July 31, 2006

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported):

July 28, 2006

Ferro Corporation

(Exact name of registrant as specified in its charter)

Ohio

1-584

34-0217820

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

1000 Lakeside Avenue, Cleveland, Ohio

44114

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

216-641-8580

Not Applicable

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)  
 Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)  
 Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))  
 Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**Item 2.04 Triggering Events That Accelerate or Increase a Direct Financial Obligation or an Obligation Under an Off-Balance Sheet Arrangement.**

By letter dated July 28, 2006, J.P. Morgan Trust Company, trustee for certain of the Company's notes and debentures, accelerated the payment of the Company's 8.00% Debentures due June 15, 2025, principal amount of \$50 million (the "Debentures"). The Company reported the event of default triggering the acceleration, the delayed filing of financial statements and an Officer's Certificate relating to the Company's compliance with the terms of the indenture, in its Form 10-K filed on March 31, 2006 and its 8-K filed April 10, 2006. On July 31, 2006, the Company repaid the Debentures in full at a cost of \$50,511,111.11 (principal plus all accrued and unpaid interest). As anticipated, the Company has drawn on the term loans in its credit facility to meet the accelerated payment requirements. The accelerated repayment of the Debentures, and other previously reported accelerated obligations, is expected to result in the Company taking a pre-tax charge in the period ended June 30, 2006 of approximately \$2.5 million related to the immediate expensing of unamortized debt issuance costs and original issue discounts.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Ferro Corporation

*August 1, 2006*

By: *Thomas M. Gannon*

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*Name: Thomas M. Gannon*

*Title: Vice President and Chief Financial Officer*