

Schlater Benjamin  
Form 4  
March 20, 2019

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
Schlater Benjamin

(Last) (First) (Middle)  
6060 PARKLAND BLVD, SUITE 250  
(Street)

MAYFIELD HEIGHTS, OH 44124

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
03/19/2019

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)  
Chief Financial Officer

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |
| Common Stock                    | 03/19/2019                           |  | M                              |   | 552   | A  | \$ 13.35  |
| Common Stock                    | 03/19/2019                           |  | M                              |   | 6,867   | A  | \$ 14.27  |
| Common Stock                    | 03/19/2019                           |  | S <sup>(1)</sup>               |   | 6,867   | D  | \$ 20.8323  |
|                                 |                                      |  |                                |   |   |  | (2)   |
| Common Stock                    | 03/19/2019                           |  | S <sup>(1)</sup>               |   | 552   | D  | \$ 20.8323  |
|                                 |                                      |  |                                |   |   |  | (2)   |

## Edgar Filing: Schlater Benjamin - Form 4

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

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SEC 1474  
(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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Options (Right to Buy)               | \$ 14.27   | 03/19/2019                           |  | M                              | 6,867   | <sup>(3)</sup> 02/15/2027                                | Common Stock  | 6,867                         |
| Stock Options (Right to Buy)               | \$ 13.35   | 03/19/2019                           |  | M                              | 552   | <sup>(4)</sup> 09/01/2026                                | Common Stock  | 552                           |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                         |       |
|--|---------------|-----------|-------------------------|-------|
|  | Director      | 10% Owner | Officer                 | Other |
| Schlater Benjamin<br>6060 PARKLAND BLVD<br>SUITE 250<br>MAYFIELD HEIGHTS, OH 44124 |               |           | Chief Financial Officer |       |

## Signatures

/s/ Richard Shuttie, Treasurer, by Power of Attorney

03/20/2019

\*\*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. Schlater.

Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$20.79-\$20.855.

(2) 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) Vests 6,867 share(s) on 15-Feb-2018, 6,866 share(s) on 15-Feb-2019, 6,867 share(s) on 15-Feb-2020

(4) Vests 1,534 share(s) on 01-Sep-2017, 1,533 share(s) on 01-Sep-2018, 1,533 share(s) on 01-Sep-2019

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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