

SHARP WILLIAM JOHN
Form 4/A
October 15, 2004

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 *
SHARP WILLIAM JOHN

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
47 SOUTH WHEATON ROAD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
04/05/2004

Director 10% Owner
 Officer (give title below) Other (specify below)

AKRON, OH 44313
(City) (State) (Zip)

4. If Amendment, Date Original Filed (Month/Day/Year)
04/06/2004

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | | | | | 425 | D | |
| Common Stock | 04/05/2004 | | A | 579.807 A | \$ 12,920.911 26.733 ⁽¹⁾ | I | Director Deferred Comp Plan |

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 Securities (Instr. 3 and 4) | 8. Price of Underlying Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Options (Right to buy) | \$ 20.7 | | | | | 04/27/2002 | 04/27/2011 | 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) | \$ 22.875 | | | | | 04/28/2001 | 04/28/2010 | 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) | \$ 26.26 | | | | | 02/09/2005 | 02/09/2014 | Common Stock | 7,000 |
| Stock Options (Right to buy) | \$ 27.6875 | | | | | 04/23/2000 | 04/23/2009 | Common Stock | 2,500 |
| Stock Options (Right to buy) | \$ 28.4375 | | | | | 04/24/1999 | 04/24/2008 | Common Stock | 2,500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SHARP WILLIAM JOHN 47 SOUTH WHEATON ROAD AKRON, OH 44313 | | | X | |

Signatures

William J Sharp 10/15/2004

__Signature of Date
Reporting Person

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) End of period holdings adjusted to reflect a typographical error for dividend reinvestment shares during 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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