

PITTS MILLICENT W
Form 4
February 09, 2005

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 *
PITTS MILLICENT W

(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)
02/07/2005

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)
Vice President

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)
				(A) or (D) Code V Amount (D) Price			
Common Stock					17,426	D	
Common Stock					7,381.74	I	Investment Savings Plan
Common Stock - Restricted	02/07/2005		A ⁽¹⁾	7,900 A	\$ 19.39 33,100	D	
Common Stock - Deferred					4,622.7185	D	

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Bonus Plan

Common
Stock -
Supp Exec
Defined

3,169.9669 D

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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Stock Options (Right to buy)	\$ 18.5					02/11/2001 ⁽²⁾ 02/11/2010 ⁽²⁾	Common Stock
Stock Options (Right to buy)	\$ 19.39	02/07/2005		A ⁽²⁾	38,843	02/07/2006 02/07/2015	Common Stock
Stock Options (Right to buy)	\$ 19.39	02/07/2005		A ⁽²⁾	5,157	02/07/2009 02/07/2015	Common Stock
Stock Options (Right to buy)	\$ 21.0625					02/25/2000 ⁽²⁾ 02/25/2009 ⁽²⁾	Common Stock
Stock Options (Right to buy)	\$ 21.26					02/28/2007 ⁽²⁾ 02/28/2013 ⁽²⁾	Common Stock
Stock Options	\$ 23.6					02/09/2002 ⁽²⁾ 02/09/2011 ⁽²⁾	Common Stock

(Right to buy)				
Stock Options (Right to buy)	\$ 25.5	02/11/2006 ⁽²⁾	02/11/2012 ⁽²⁾	Common Stock
Stock Options (Right to buy)	\$ 26.26	02/09/2005 ⁽²⁾	02/09/2014 ⁽²⁾	Common Stock
Stock Options (Right to buy)	\$ 29.25	05/04/1999 ⁽²⁾	05/04/2008 ⁽²⁾	Common Stock
ESOP Convertible Preferred	\$ 46.375	<u>(3)</u>	<u>(3)</u>	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PITTS MILLICENT W 1000 LAKESIDE AVENUE CLEVELAND, OH 44114-1147			Vice President	

Signatures

Millicent W
Pitts
02/09/2005

**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) Restricted shares of common stock granted under the Performance Share Plan. Restrictions expire based upon degree of achievement of performance goal. At the end of the performance period, 50% of award is paid in shares free of restrictions, and 50% is paid in cash. If the amount awarded is less than 100% of the restricted shares, the balance is forfeited to the company.
 - (2) Stock Option Grant. Ten year life; 25% vesting the first four years. Upon retirement, unvested options become fully vested and available to exercise for the remaining life of the options.
 - (3) Price per share at which Ferro issued 1,520,215 shares of 7% Series A ESOP convertible Preferred Stock. Employees were only able to obtain preferred shares as part of the ESOP company match program. Shares can only be converted to common shares for distribution.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.