

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-09** | Period of Report: **2013-01-07**
SEC Accession No. [0001127602-13-001561](#)

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REPORTING OWNER

Austin Sandra

CIK: **1181681**

Type: **4** | Act: **34** | File No.: **001-00584** | Film No.: **13520931**

Mailing Address

AUSTIN & ASSOCIATES
3050 WELLINGTON ROAD
ALPHARETTA GA 30032

ISSUER

FERRO CORP

CIK: **35214** | IRS No.: **340217820** | State of Incorporation: **OH** | Fiscal Year End: **1231**
SIC: **2851** Paints, varnishes, lacquers, enamels & allied prods

Mailing Address

6060 PARKLAND BLVD
MAYFIELD HEIGHTS OH
44124

Business Address

6060 PARKLAND BLVD
MAYFIELD HEIGHTS OH
44124
216-875-5458

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: 02/28/2011
Estimated average burden hours per response 0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person Austin Sandra			2. Issuer Name and Ticker or Trading Symbol FERRO CORP [FOE]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/07/2013					
C/O FERRO CORPORATION, 6060 PARKLAND BLVD			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
(Street) MAYFIELD HEIGHT, OH 44124								
(City)	(State)	(Zip)						

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	01/07/2013		A		4,271.37 ⁽¹⁾	A \$3.8044	39,706.4297	I	Director Deferred Comp Plan
Common Stock							20,487	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date					
Deferred Stock Units	(2)						02/24/2013	02/24/2013	Common Stock	12,000	12,000	D	

Stock Options (Right to Buy)	\$21.26							02/29/2004	02/28/2013	Common Stock	7,000		7,000	D	
Stock Options (Right to Buy)	\$26.26							02/09/2005	02/09/2014	Common Stock	7,000		7,000	D	
Stock Options (Right to Buy)	\$19.39							02/07/2006	02/07/2015	Common Stock	7,000		7,000	D	
Stock Options (Right to Buy)	\$20.69							02/16/2007	02/16/2016	Common Stock	7,000		7,000	D	

Explanation of Responses:

1. Director Fees are deferred quarterly to the Ferro Corporation Deferred Compensation Plan for Non-Employee Directors, which in turn, makes contributions to the Ferro Dividend Reinvestment Plan for the purchase of Ferro Common Stock. Deferral elections are irrevocable and distributions occur only upon death or cessation of the directorship.
2. Award granted to Non-Employee Directors. At the end of the deferral period of one year, the units are converted into an equal number of shares of Ferro Common Stock. The units do not have the right to vote or receive dividends and are subject to forfeiture if the recipient is no longer serving as a Director at the end of the deferral period except in the case of retirement, disability or death.

Signatures

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

** Signature of Reporting Person

01/09/2013

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.