

Thomas Peter T
Form 4
April 26, 2013

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Thomas Peter T

(Last) (First) (Middle)

C/O FERRO CORPORATION, 6060
PARKLAND BOULEVARD

(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)
04/24/2013

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Interim CEO

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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					23,815	D	
Common Stock					1,177.1056	I	Investment Savings Plan
Common Stock - Restricted Shares					11,500	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 Amount of Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Shares
Performance Share Unit	\$ 0	04/24/2013		A		118,230		<u>(1)</u>	12/31/2015	Common Stock	1
Restricted Share Unit	\$ 0	04/24/2013		A		17,480		04/24/2016	04/24/2016	Common Stock	
Stock Options (Right to Buy)	\$ 7.02	04/24/2013		A		98,800		04/24/2014	04/24/2023	Common Stock	
Performance Share Unit	\$ 0							<u>(1)</u>	12/31/2014	Common Stock	
Phantom Shares	<u>(2)</u>							<u>(2)</u>	<u>(2)</u>	Common Stock	40,
Restricted Share Unit	\$ 0							11/12/2014	11/12/2014	Common Stock	1
Restricted Share Unit	\$ 0							02/23/2015	02/23/2015	Common Stock	
Restricted Share Unit	\$ 0							02/23/2016	02/23/2016	Common Stock	
Stock Options (Right to Buy)	\$ 26.26							02/09/2005	02/09/2014	Common Stock	
Stock Options (Right to Buy)	\$ 19.39							02/07/2006	02/07/2015	Common Stock	
Stock Options (Right to	\$ 20.69							02/16/2007	02/16/2016	Common Stock	

Buy)

Stock Options (Right to Buy)	\$ 21.99	02/06/2008	02/06/2017	Common Stock
Stock Options (Right to Buy)	\$ 17.26	02/28/2009	02/28/2018	Common Stock
Stock Options (Right to Buy)	\$ 8.25	02/25/2011	02/25/2020	Common Stock
Stock Options (Right to Buy)	\$ 1.37	02/25/2010	02/25/2019	Common Stock
Stock Options (Right to Buy)	\$ 15.16	02/24/2012	02/24/2021	Common Stock
Stock Options (Right to Buy)	\$ 6.84	02/23/2013	02/23/2022	Common Stock
Stock Options (Right to Buy)	\$ 5.29	02/21/2014	02/21/2023	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Thomas Peter T C/O FERRO CORPORATION 6060 PARKLAND BOULEVARD MAYFIELD HEIGHTS, OH 44124			Interim CEO	

Signatures

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

04/26/2013

____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).

Performance Share Units granted as a performance award, vesting based upon degree of achievement of performance goal. At the end of

(1) the performance period, 50% of award is paid in common shares free of restrictions, and 50% is paid in cash. If the final amount is less than 100% of the share units, the balance is forfeited to the company.

(2) Represent phantom shares awarded under the Company's Supplemental Defined Contribution Plan for Executive Employees.

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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