Edgar Filing: FERRO CORP - Form 4

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| Form 4 Formutary 17, 2017 | | | | |
|---|---|--|--------------------------|---|
| FORM 4 UNITED STATE | S SECURITIES AND EXCHANGE (Washington, D.C. 20549 | COMMISSION | OMB AF OMB Number: | PROVAL 3235-0287 |
| Section 16. Form 4 or Form 5 obligations may continue. Form 17(a) of the | STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, ction 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 <u>*</u> Barna James | 2. Issuer Name and Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer | | |
| (Last) (First) (Middle) | FERRO CORP [FOE] | (Check all applicable) | | |
| 6060 PARKLAND BLVD., SUITE 250 | 3. Date of Earliest Transaction(Month/Day/Year)02/15/2017 | Director X Officer (give t below) Chief Ac | | Owner r (specify cer |
| (Street) | 4. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joi Applicable Line) _X_ Form filed by Oi | - | - |
| MAYFIELD HEIGHTS, OH 44124 | | Form filed by Mo Person | | |
| (City) (State) (Zip) | Table I - Non-Derivative Securities Acc | uired, Disposed of, | or Beneficial | ly Owned |
| (Instr. 3) any | emed 3. 4. Securities on Date, if TransactionAcquired (A) or Code Disposed of (D) /Day/Year) (Instr. 8) (Instr. 3, 4 and 5) (A) or Code V Amount (D) Price | SecuritiesFBeneficially(OwnedI | D) or ndirect (I) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| Common Stock | | 5,785 I | C | |

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

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 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
 (e.g., puts, calls, warrants, options, convertible securities)

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| 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. Transactio Code (Instr. 8) | 5. Number prof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisate Expiration Date (Month/Day/Yea | | 7. Title and A Underlying S (Instr. 3 and | Securi |
|---|---|---|---|--|---|---|--------------------|---|--------------------|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amo Nun Shar |
| Stock Options (Right to Buy) | \$ 14.27 | 02/15/2017 | | А | 4,100 | 02/15/2018 | 02/15/2027 | Common Stock | |
| Restricted Share Unit | \$ 0 | 02/15/2017 | | А | 1,400 | 02/15/2020 | 02/15/2020 | Common Stock | |
| Performance Share Unit | \$ 0 | 02/15/2017 | | А | 3,500 | <u>(1)</u> | 12/31/2019 | Common Stock | |
| Performance Share Unit | \$ 0 | | | | | <u>(1)</u> | 12/31/2016 | Common Stock | , |
| Performance Share Unit | \$ 0 | | | | | <u>(1)</u> | 12/31/2017 | Common Stock | |
| Performance Share Unit | \$ 0 | | | | | (1) | 12/31/2018 | Common Stock | |
| Phantom Shares | (2) | | | | | (2) | (2) | Common Stock | 1,4 |
| Restricted Share Unit | \$ 0 | | | | | 02/21/2016(3) | 02/21/2016 | Common Stock | , |
| Restricted Share Unit | \$ 0 | | | | | 02/20/2017 | 02/20/2017 | Common Stock | |
| Restricted Share Unit | \$ 0 | | | | | 02/18/2018 | 02/18/2018 | Common Stock | |
| Restricted Share Unit | \$ 0 | | | | | 02/17/2019 | 02/17/2019 | 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 | |
| Stock | \$ 13.09 | | | | | 02/20/2015 | 02/20/2024 | Common | |

| Options (Right to Buy) | | | | Stock |
|---------------------------------------|----------|------------|------------|-----------------|
| Stock Options (Right to Buy) | \$ 12.33 | 02/18/2016 | 02/18/2025 | Common Stock |
| Stock Options (Right to Buy) | \$ 9.6 | 02/17/2017 | 02/17/2026 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | | | Relationships | | |
|---|----------|-----------|--------------------------|-------|--|
| r g i i i i i i i i i i i i i i i i i i | Director | 10% Owner | Officer | Other | |
| Barna James 6060 PARKLAND BLVD. SUITE 250 MAYFIELD HEIGHTS, OH 44124 | | | Chief Accounting Officer | | |
| Signatures | | | | | |
| /s/ John T. Bingle, Treasurer, by Pow Attorney | ver of | (| 02/17/2017 | | |
| **Signature of Reporting Person | | | Date | | |
| Explanation of Responses: | | | | | |

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 acheivement 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.
- (3) The date reflected above as the Date Exercisable is the scheduled vesting date of the Restricted Share Units. Once vested, settlement of the Restricted Share Units and delivery of common shares is subject to an additional two-year holding period.

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.