

Thomas Peter T
Form 4
February 27, 2009

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

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(Print or Type Responses)

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

(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)

02/25/2009

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, Organic Spec

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 - Restricted Shares	02/25/2009		A	12,500 (1)	A \$ 0 19,700	D	
Common Stock					4,322	D	
Common Stock					1,221.387	I	Investment Savings Plan
Common Stock -					34,000	D	

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Restricted
(2)

Common
Stock -
Supp Exec
Defined

0 D

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

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SEC 1474
(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 Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to Buy)	\$ 1.37	02/25/2009		A		40,000 (3)		02/25/2010	02/25/2019	Common Stock	40,000
Phantom Shares	(4)							(4)	(4)	Common Stock	6,404.82
Stock Options (Right to Buy)	\$ 21.0625							02/25/2000	02/25/2009	Common Stock	1,825
Stock Options (Right to Buy)	\$ 18.5							02/11/2001	02/11/2010	Common Stock	1,825
Stock Options (Right to Buy)	\$ 23.6							02/09/2002	02/09/2011	Common Stock	2,500
Stock Options (Right to Buy)	\$ 25.5							02/11/2003	02/11/2012	Common Stock	3,000

Buy)

Stock

Options
(Right to
Buy)

\$ 21.26

02/28/2004

02/28/2013

Common
Stock

7,000

Stock

Options
(Right to
Buy)

\$ 26.26

02/09/2005

02/09/2014

Common
Stock

7,500

Stock

Options
(Right to
Buy)

\$ 19.39

02/07/2006

02/07/2015

Common
Stock

8,500

Stock

Options
(Right to
Buy)

\$ 20.69

02/16/2007

02/16/2016

Common
Stock

15,500

Stock

Options
(Right to
Buy)

\$ 21.99

02/06/2008

02/06/2017

Common
Stock

25,000

Stock

Options
(Right to
Buy)

\$ 17.26

02/28/2009

02/28/2018

Common
Stock

25,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Thomas Peter T 1000 LAKESIDE AVENUE CLEVELAND, OH 44114-1147			Vice President, Organic Spec	

Signatures

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

02/27/2009

**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 Company's Long-Term Incentive Plan. The restricted shares vest on the third anniversary of the date of grant.

(2)

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Restricted shares of common stock granted as a Special Retention and Performance Award. 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.

- (3) Stock Option Grant. The options expire after ten years. Vesting of the options occurs over a four year period, with 25% of the grant vesting at the end of each of the four years.
- (4) 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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