

FERRO CORP  
Form 4  
July 18, 2007

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**LAWRENCE WILLIAM B**

(Last) (First) (Middle)  
**7875 OLD MILL ROAD**  
  
(Street)  
**GATES MILLS, OH 44040**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**FERRO CORP [FOE]**

3. Date of Earliest Transaction (Month/Day/Year)  
**07/16/2007**

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)

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock					1,500	D	
Common Stock	07/16/2007		A		720.597 <u>(1)</u>	A	\$ 26.0201
					8,379.377	I	Director Deferred Comp Plan

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

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SEC 1474 (9-02)

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**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)	8. Price or Value of Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Deferred Stock Units	\$ 21.99					02/06/2008	02/06/2008	Common Stock	6,300
Stock Options (Right to buy)	\$ 19.39					02/07/2006	02/07/2015	Common Stock	7,000
Stock Options (Right to buy)	\$ 20.69					02/16/2007	02/16/2016	Common Stock	7,000
Stock Options (Right to buy)	\$ 20.7					04/27/2002	04/27/2011	Common Stock	2,500
Stock Options (Right to buy)	\$ 21.26					02/29/2004	02/28/2013	Common Stock	7,000
Stock Options (Right to buy)	\$ 22.875					04/28/2001	04/28/2010	Common Stock	2,500
Stock Options (Right to buy)	\$ 25.5					02/11/2003	02/11/2012	Common Stock	2,500
Stock Options (Right to buy)	\$ 26.26					02/09/2005	02/09/2014	Common Stock	7,000

buy)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LAWRENCE WILLIAM B 7875 OLD MILL ROAD GATES MILLS, OH 44040	X			

## Signatures

Sallie B. Bailey, Chief Financial Officer, by Power of Attorney

07/18/2007

\_\_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).

Quarterly deferment of Director Fees to the Ferro Corporation Deferred Compensation Plan for Non-Employee Directors, which in turn, (1) makes voluntary 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.

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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