

FERRO CORP  
Form 4/A  
August 15, 2007

**FORM 4**

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

OMB APPROVAL

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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)  
**04/11/2007**

4. If Amendment, Date Original Filed(Month/Day/Year)  
**04/13/2007**

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                    | 04/11/2007                           |  | J <sup>(1)</sup>               |   | 890.999   | D  | \$ 21.0438                                 |
|                                 |                                      |  |                                |   | 7,442.144   | I  | <sup>(2)</sup>                             |
| Common Stock                    | 07/16/2007                           |  | J <sup>(3)</sup>               |   | 720.597   | D  | \$ 26.0201                                 |
|                                 |                                      |  |                                |   | 6,762.369   | I  | <sup>(2)</sup>                             |

Director  
Deferred  
Comp  
Plan  
  
Director  
Deferred  
Comp  
Plan

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 Securities (Instr. 3 and 4) | 8. Pri Deriv Secur (Instr |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---------------------------|----------------------------|
|  |  |                                      |  | 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                              | \$ 25.5  |                                      |  |                                |   | 02/11/2003   | 02/11/2012  | Common Stock              | 2,500                      |

(Right to buy)

Stock

Options (Right to buy) \$ 26.26

02/09/2005 02/09/2014 Common Stock 7,000

## Reporting Owners

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

## Signatures

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

08/15/2007

\_\_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).
- Correction of an erroneous deposit into the Director's Deferred Compensation Plan account. Due to a clerical error, the Director's quarterly retainer was erroneously reported in his Deferred Compensation account on 7/16/2007 and a Form 4 reflecting the erroneous transaction was filed on 7/18/2007.
- (3)
- (2) Corrections were made to adjust the balance in the Director's Deferred Compensation Plan account to reflect the balance as if the incorrect transactions had not occurred.
- Correction of an erroneous deposit into the Director's Deferred Compensation Plan account. Due to a clerical error, the Director's quarterly retainer was erroneously reported in his Deferred Compensation account on 4/11/2007 and a Form 4 reflecting the erroneous transaction was filed on 4/13/2007.
- (1)

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.