

FORM 11-K

**ANNUAL REPORT PURSUANT TO SECTION 15 (d) OF THE
SECURITIES EXCHANGE ACT OF 1934**



For the fiscal year ended December 31, 2003

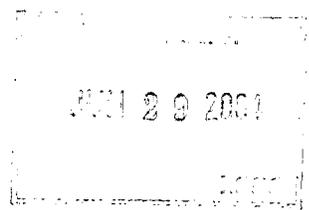
Commission file number 333-91774

A. Full title of the plan and the address of the plan, if different from that of the issuer named below:

Ferro Corporation Bargaining Unit 401k Plan

B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:

**Ferro Corporation
1000 Lakeside Avenue
Cleveland, Ohio 44114**



REQUIRED INFORMATION

Financial Statements:

1. An audited statement of financial condition as of the end of the latest two fiscal years of the plan.
2. An audited statement of income and changes in plan equity for each of the latest three fiscal years of the plan.
3. The statements required by Items 1 and 2 shall be prepared in accordance with the applicable provisions of Article 6A of Regulation S-X (17 CFR 210.6A-01-.6A-05)
4. In lieu of the requirements of Items 1-3 above, plans subject to ERISA may file plan financial statements and schedules prepared in accordance with the financial reporting requirements of ERISA. To the extent required by ERISA, the plan financial statements shall be examined by an independent accountant, except that the "limited scope exemption" contained in Section 103(a)(3)(C) of ERISA shall not be available.

Exhibits:

1. Consent of Independent Accountants on Form S-8

PROCESSED

JUL 01 2004

**THOMSON
FINANCIAL**

SIGNATURES

The Plan. Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

Ferro Corporation Bargaining Unit 401(k) Plan

DATE: _____

6/25/04

By: _____

Anne M. Granchi

Anne M. Granchi
Director, Compensation and Benefits
Ferro Corporation
Plan Administrator

Consent of Independent Registered Public Accounting Firm

The Board of Directors
Ferro Corporation:

We consent to the incorporation by reference in the Registration Statement (File No. 33-91774) on Form S-8 of Ferro Corporation of our report dated June 9, 2004 relating to the statement of net assets available for benefits of Ferro Corporation Bargaining Unit 401(k) Plan as of December 31, 2003, and the related statement of changes in net assets available for benefits for the year then ended, which appears in the December 31, 2003 annual report on Form 11-K of Ferro Corporation.

Salty, Shami & Goldfarb

Cleveland, Ohio
June 25, 2004

Consent of Independent Registered Public Accounting Firm

The Board of Directors
Ferro Corporation:

We consent to the incorporation by reference in the Registration Statement (File No. 333-91774) on Form S-8 of Ferro Corporation of our report dated June 16, 2003 relating to the statement of assets available for plan benefits of Ferro Corporation Bargaining Unit 401(k) Plan as of December 31, 2002, and the related statement of changes in assets available for plan benefits for the year ended December 31, 2002, which appears in the December 31, 2003 annual report on Form 11-K of Ferro Corporation.

KPM G LLP

Cleveland, Ohio
June 25, 2004

**FERRO CORPORATION
BARGAINING UNIT
401(k) PLAN**

*FINANCIAL
STATEMENTS*

*FOR THE
YEARS ENDED
DECEMBER 31,
2003 AND 2002*

**FERRO CORPORATION
BARGAINING UNIT 401(k) PLAN**

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All Schedules required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because there is no information to report.



Certified Public Accountants

a division of
SS&G Financial Services

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Bargaining Unit 401(k) Plan Committee
Ferro Corporation Bargaining Unit 401(k) Plan

We have audited the accompanying statements of net assets available for benefits of the Ferro Corporation Bargaining Unit 401(k) Plan (Plan) as of December 31, 2003, and the related statement of changes in net assets available for benefits for the year then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audit. The financial statements of the Ferro Corporation Bargaining Unit 401(k) Plan as of and for the year ended December 31, 2002 were audited by other auditors whose report dated June 16, 2003 expressed an unqualified opinion on those statements.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Ferro Corporation Bargaining Unit 401(k) Plan as of December 31, 2003, and the changes in net assets available for benefits for the year then ended, in conformity with accounting principles generally accepted in the United States of America.

**Ohio's premier
provider of
financial and
business services.**

CERTIFIED PUBLIC ACCOUNTANTS

Cleveland, Ohio
June 9, 2004

Member of
AICPA, SECIPS & PCIPS
Member of AICPA, and
Member of the Leading Edge Alliance.

FERRO CORPORATION BARGAINING UNIT 401(k) PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

| | <u>DECEMBER 31,</u> | |
|---|---------------------|---------------------|
| | <u>2003</u> | <u>2002</u> |
| ASSETS | | |
| Investments, at fair value: | | |
| Master Trust | | |
| Investment in Master Trust | \$ 378,480 | \$ 2,454,927 |
| Receivable pending sales of investments | 3,178,314 | - |
| Participant loans receivable | <u>250,752</u> | <u>180,482</u> |
| | 3,807,546 | 2,635,409 |
| Dividends receivable | <u>-</u> | <u>5,983</u> |
| NET ASSETS AVAILABLE FOR BENEFITS | <u>\$ 3,807,546</u> | <u>\$ 2,641,392</u> |

See accompanying notes to financial statements.

FERRO CORPORATION BARGAINING UNIT 401(k) PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

| | FOR THE YEARS ENDED DECEMBER 31, | |
|---|-------------------------------------|---------------------|
| | <u>2003</u> | <u>2002</u> |
| ADDITIONS TO NET ASSETS ATTRIBUTED TO: | | |
| Investment income: | | |
| Interest and dividends | \$ 77,132 | \$ 67,081 |
| Net appreciation (depreciation) in fair value of investments | <u>454,018</u> | <u>(394,145)</u> |
| Total investment income (loss) | <u>531,150</u> | <u>(327,064)</u> |
| Contributions | | |
| Employer | 341,733 | 258,284 |
| Participants | <u>544,721</u> | <u>597,744</u> |
| Total contributions | <u>886,454</u> | <u>856,028</u> |
| Total additions, net | <u>1,417,604</u> | <u>528,964</u> |
| DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO: | | |
| Benefits paid to participants | 251,450 | 177,530 |
| Miscellaneous | <u>-</u> | <u>53</u> |
| Total deductions | <u>251,450</u> | <u>177,583</u> |
| Net increase | <u>1,166,154</u> | <u>351,381</u> |
| Net assets available for benefits: | | |
| Beginning of year | <u>2,641,392</u> | <u>2,290,011</u> |
| End of year | <u>\$ 3,807,546</u> | <u>\$ 2,641,392</u> |

See accompanying notes to financial statements.

**FERRO CORPORATION
BARGAINING UNIT 401(k) PLAN**

NOTES TO FINANCIAL STATEMENTS

NOTE A - Description of the plan

The following is a brief description of the Ferro Corporation Bargaining Unit 401(k) Plan (Plan). Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan covering certain domestic employees of participating divisions of Ferro Corporation (Company) who have met the division's eligibility requirement. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974.

The Plan was amended January 1, 2002 for GUST and EGTRRA.

Contributions

The Plan allows participants to make pretax contributions in an amount up to 40% of eligible compensation, subject to certain limitations. Based on number of hours worked or paid, certain participants in the 401(k) plan are eligible to receive Company contributions. The Company makes a contribution to the eligible employee's plan account each pay period based upon provisions of the Plan, regardless of whether or not the employee has made a contribution to the plan.

Company contributions are invested according to participant investment elections for pretax contributions. However, if an employee does not make contributions to the Plan and has not made investment elections, the Company contributions will be invested in the Stable Income Fund.

Beginning in 2002, \$1,000 of catch-up contributions (\$2,000 in 2003) may be made by participants who will be age 50 by December 31, 2002. Participants must maximize contributions under the Plan in order to be eligible for catch-up contributions (either by contributing 40% or by reaching the pretax IRS \$11,000 limit in 2002 or \$12,000 in 2003).

Forfeitures

Forfeiture of the nonvested portion of the Company's contribution are reallocated to other plan participants. The amount of forfeitures for both 2003 and 2002 was \$0.

Investment funds

During 2003 and 2002, Plan assets were invested in eleven investment portfolios offered under the Ferro Corporation Defined Contribution Master Trust held by Mellon Bank, N.A. (Trustee). The Master Trust is comprised of eleven investment funds, each with varying degrees of risk. The participants may allocate contributions among the funds and, at their discretion, change the allocation percentages at any time.

**FERRO CORPORATION
BARGAINING UNIT 401(k) PLAN**

NOTES TO FINANCIAL STATEMENTS

NOTE A - Description of the plan

Investment funds

The *Company Stock Fund* is comprised principally of investments in Ferro Corporation common stock (Common Stock). The objective is being a shareholder in the Company and producing long-term growth and current income.

The *Stable Income Fund* is comprised principally of guaranteed interest contracts through purchases of units in the Amvescap Stable Value Fund. The objective is to provide steady rates of return.

The *Equity Index Fund* is comprised principally of investments made in the Vanguard Institutional Index Fund, a traded mutual fund that duplicates the performance of the S&P 500. The objective is to produce long-term growth.

The *Capital Appreciation Fund* is comprised principally of investments made in the PIMCO Mid Cap Growth Institutional Fund, a traded mutual fund that invests in stocks of small to mid-sized companies to produce long-term growth.

The *Conservative Growth Fund* is comprised primarily of the Vanguard LifeStrategy Conservative Growth Fund, a trade mutual fund. The Fund seeks a high level of income and moderate long-term growth of capital and income by investing in five Vanguard funds.

The *Moderate Growth Fund* is comprised principally of the Vanguard LifeStrategy Moderate Growth Fund, a traded mutual fund. The Fund seeks a reasonable level of income and long-term growth of capital and income by investing in four Vanguard funds.

The *Growth Fund* is comprised primarily of the Vanguard LifeStrategy Growth Fund, a traded mutual fund. The Fund seeks long-term growth of capital and income by investing in four Vanguard funds.

The *International Fund* is comprised primarily of the Putnam International Growth Cl A Fund, a traded mutual fund. The Fund seeks the growth of capital through investments in the stocks of companies located outside of the United States.

The *Small Cap Fund* is comprised principally of investments made in the SAFECO Growth Opportunities A Fund, a traded mutual fund. The fund invests in smaller companies to produce long-term growth and current income.

**FERRO CORPORATION
BARGAINING UNIT 401(k) PLAN**

NOTES TO FINANCIAL STATEMENTS

NOTE A - Description of the plan

Investment funds

The *Global Equity Fund* is comprised principally of investments made in the Janus Worldwide Fund, a traded mutual fund. The fund invests in a broad selection of domestic and foreign stocks to produce long-term growth and current income.

The *Bond Fund* is comprised principally of investments made in the AXP Bond Fund Y, a traded mutual fund. The fund invests in bonds with the objective of providing steady rates of return.

Vesting

Participants are immediately vested in their voluntary contribution plus any earnings accrued thereon. The Company's contribution is 100% vested after an employee completes two years of service. An employee who does not have two years of service is not vested in Company contributions. Upon death or permanent disability, participants' interests in employer contributions become fully vested.

Payment of benefits

Upon termination of service, the vested amount of the Company's contributions and earnings thereon is paid at the election of the participant in shares of Common Stock or in cash. Participants receive their voluntary contributions and earnings thereon in a single lump-sum cash payment, unless participants invest in the Company Stock Fund. Contributions in this fund may be paid in the form of Common Stock or cash at the participant's election.

Withdrawals

Aside from normal retirement distributions, pretax savings may be withdrawn only upon attainment of age 65. Effective June 18, 2000, aside from normal retirement distributions and withdrawal after achieving age 59-1/2, pretax savings may be withdrawn only for reasons of extreme financial hardship, as defined under federal law. The minimum that can be withdrawn is \$500 or the available amount, whichever is less.

Participant loans

Participants are eligible to borrow from \$500 up to the lesser of (a) 50% of the value of their vested account balance (including Company contributions) or (b) \$50,000 less the highest aggregate outstanding loan balance during the last 12 months. Loans may be made for any reason while the participant works for the Company. The interest rates are based on the prime rate in effect at the date of origination of the loan and range from 4.25% to 9.50%. The employee can only have one outstanding loan at a time.

Plan expenses

During 2003 and 2002, the Company paid administrative expenses of the Plan. Investment transfer fees, brokerage fees transfer taxes, and other expenses incurred in connection with the sale, purchase, and management of the assets of the investment funds were paid by the Plan.

**FERRO CORPORATION
BARGAINING UNIT 401(k) PLAN**

NOTES TO FINANCIAL STATEMENTS

NOTE B - Summary of significant accounting polices

Basis of presentation

The financial statements of the Plan are prepared using the accrual basis of accounting.

Investments

Investments in the Company Stock Fund, the Equity Index Fund, the Capital Appreciation Fund, the Small Cap Fund, the Conservative Growth Fund, the Moderate Growth Fund, the Growth Fund, the International Fund, the Global Equity Fund, and the Bond Fund are held in trust by Mellon Bank, N.A., the Trustee, and such investments and changes therein have been reported to the Plan as having been determined through current market values based on quoted market rates. The investment in the Stable Income Fund is also held in trust by the Trustee and is represented by units in the Amvescap Stable Value Fund, which invests primarily in guaranteed interest contracts. The investment in the Stable Income Fund is valued at the underlying contract value as such contracts are fully benefit-responsive. Participant loan receivables are valued at cost which approximates fair value. Cost for all investments is based on the purchase price of assets held. Purchases and sales of securities are recorded on a trade-date basis.

Dividends and interest earned by the investment funds are automatically reinvested in each of the separate investment funds.

At December 31, 2003 and 2002, all of the Plan's assets were in the Master Trust, which was established for the investment of assets of the Plan and the Ferro Corporation Savings and Stock Ownership Plan. Each participating retirement plan had an undivided interest in the Master Trust. The assets of the Master Trust were held by the Trustee. At December 31, 2003 and 2002, the Plan's interest in the net assets of the Master Trust was approximately 1.9% and 1.5%, respectively. Investment income (loss), investment expenses, administrative expenses, and appreciation (depreciation) in fair value relating to the Master Trust are allocated to the individual plan's total assets.

At December 31, 2003 the specific investments previously held by the Master Trust were liquidated, with the exception of the Company common stock, in preparation for the transfer of funds to J.P. Morgan in January 2004.

Use of estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires Plan management to make estimates and assumptions that affect the reported amounts of assets, liabilities and changes therein, disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

FERRO CORPORATION
BARGAINING UNIT 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE C - Investments

The following table presents the fair value of Master Trust total assets at December 31, 2003 and 2002 (excluding participant loans):

| | <u>2003</u> | <u>2002</u> |
|---|-----------------------|-----------------------|
| Receivable pending sale of investments | \$ 115,468,112 | \$ - |
| Dividends receivable | 109,309 | - |
| Mutual funds: | | |
| Amvescap Stable Value Fund | - | 31,954,388 |
| PIMCO Mid Cap Growth Institutional Fund | - | 8,005,831 |
| Vanguard Institutional Index Fund | - | 27,039,672 |
| AXP Bond Fund | - | 6,563,790 |
| SAFECO Growth Opportunities A Fund | - | 3,125,557 |
| Janus Worldwide Fund | - | 3,491,484 |
| Putnam International Growth C1 A Fund | - | 851,892 |
| Vanguard Conservative Growth Fund | - | 1,122,394 |
| Vanguard Growth Fund | - | 1,002,081 |
| Vanguard Moderate Growth Fund | - | 9,789,640 |
| Interest-bearing cash* | 949,536 | 340,392 |
| Company Common Stock* | 27,377,659 | 28,165,616 |
| Company Convertible Preferred Stock* | <u>42,671,393</u> | <u>45,295,453</u> |
| | <u>\$ 186,576,009</u> | <u>\$ 166,748,190</u> |

* A portion of the Company Convertible Preferred Stock, Company Common Stock, and interest-bearing cash was nonparticipant-directed at December 31, 2002, while these were entirely participant-directed at December 31, 2003.

The following table presents investment income (loss) of investments in the Master Trust for the years ended December 31, 2003 and 2002:

| | <u>2003</u> | <u>2002</u> |
|---|----------------------|------------------------|
| Dividends and interest | \$ 5,573,841 | \$ 5,600,642 |
| Net appreciation (depreciation) in fair value of investments: | | |
| Mutual Funds | 15,063,009 | (16,077,174) |
| Company Common Stock | 5,423,437 | (1,817,392) |
| Company Convertible Preferred Stock | <u>1,012,728</u> | <u>(1,900,793)</u> |
| Net investment income (loss) | <u>\$ 27,073,015</u> | <u>\$ (14,194,717)</u> |

**FERRO CORPORATION
BARGAINING UNIT 401(k) PLAN**

NOTES TO FINANCIAL STATEMENTS

NOTE D - Plan termination

Ferro Corporation has voluntarily agreed to make contributions to the Plan. Although the Company has not expressed any intent to terminate the Plan agreement, it may do so at any time. In the event of such termination, each participant will receive 100% of the amounts contributed to the Plan and earnings thereon, and the vested amount of the Company's matching contributions.

NOTE E - Federal income taxes

The plan obtained its latest determination letter on January 9, 2004, in which the Internal Revenue Service stated that the plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue code. The plan has been amended since receiving the determination letter. However, the plan administrator and the plan's tax counsel believe that the plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the plan's financial statements.