

Barker Shawn M
Form 4
February 04, 2011

FORM 4

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

OMB APPROVAL

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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 *
Barker Shawn M

(Last) (First) (Middle)

10 LONGS PEAK DRIVE

(Street)

BROOMFIELD, CO 80021

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
BALL CORP [BLL]

3. Date of Earliest Transaction (Month/Day/Year)
02/03/2011

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)

Vice President & Controller

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 02/03/2011 | | M ⁽¹⁾ | 1,500 A | \$ 50.11 | 4,287.9107 | D |
| Common Stock | 02/03/2011 | | D ⁽¹⁾ | 1,017 D | \$ 73.95 | 3,270.9107 | D |
| Common Stock | 02/03/2011 | | F ⁽²⁾ | 171 D | \$ 73.95 | 3,099.9107 | D |
| Common Stock | 02/03/2011 | | M ⁽¹⁾ | 1,125 A | \$ 49.32 | 4,224.9107 | D |
| Common Stock | 02/03/2011 | | D ⁽¹⁾ | 751 D | \$ 73.95 | 3,473.9107 | D |

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| | | | | | | | | |
|--------------|------------|------------------|-------|---|-----------|------------|---|----------------------------|
| Common Stock | 02/03/2011 | F ⁽²⁾ | 133 | D | \$ 73.95 | 3,340.9107 | D | |
| Common Stock | 02/03/2011 | M ⁽³⁾ | 1,200 | A | \$ 43.69 | 4,540.9107 | D | |
| Common Stock | 02/03/2011 | S | 888 | D | \$ 73.309 | 3,652.9107 | D | |
| Common Stock | | | | | | 199.073 | I | 401(k) Plan ⁽⁴⁾ |

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)

| 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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Appreciation Rights (sars) | \$ 50.11 | 02/03/2011 | | M ⁽¹⁾ | 1,500 | 04/23/2009 04/23/2018 | Common Stock | 1,500 |
| Stock Appreciation Rights (sars) | \$ 49.32 | 02/03/2011 | | M ⁽¹⁾ | 1,125 | 04/25/2008 04/25/2017 | Common Stock | 1,125 |
| Employee Stock Option (Right to Buy) | \$ 43.69 | 02/03/2011 | | M ⁽³⁾ | 1,200 | 04/26/2007 04/26/2016 | Common Stock | 1,200 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |

Barker Shawn M
10 LONGS PEAK DRIVE
BROOMFIELD, CO 80021

Vice President & Controller

Signatures

/s/ Janice L. Rodriguez, attorney-in-fact for Mr.
Barker

02/04/2011

__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) Exercise of Stock Appreciation Rights (SARs).
- (2) Shares withheld for the payment of the tax obligation on the SARS exercise.
- (3) Exercise of Stock Options.
- (4) Total number of 401(k) Plan shares includes shares acquired through periodic dividend reinvestment, participant's contributions and employer matching contributions.

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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