

SEABROOK RAYMOND J
Form 4
February 02, 2012

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 *
SEABROOK RAYMOND J

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

BALL CORPORATION, 10 LONGS
PEAK DR.

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

01/31/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EXEC. V.P. & C.O.O. GLOBAL PKG

(Street)

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

BROOMFIELD, CO 80021-2510

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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)
			Code	V	Amount	(D)	Price
Common Stock	01/31/2012		J ⁽¹⁾		9,000	A	\$ 39.26
Common Stock	01/31/2012		F ⁽²⁾		2,798	D	\$ 39.26
Common Stock	02/01/2012		S ⁽³⁾		8,000	D	\$ 39.45
Common Stock	02/01/2012		M ⁽⁴⁾		1,700	A	\$ 25.225
Common Stock	02/01/2012		M ⁽⁵⁾		8,000	A	\$ 11.8725

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Common Stock	13,759.857	I	401(k) Plan ⁽⁶⁾
Common Stock	9,750	I	By Son ⁽⁷⁾

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)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title Underlying Instrument (Instr. 10)
					(A)	(D)	Date Exercisable	Expiration Date	
Restricted Stock Units	<u>(8)</u>	01/31/2012		J ⁽⁹⁾		29,000	<u>(9)</u>	<u>(9)</u>	Common Stock
Deferred Compensation Company Stock Plan	<u>(10)</u>	01/31/2012		J ⁽¹¹⁾		20,509.4244	<u>(12)</u>	<u>(12)</u>	Common Stock
Stock Option (iso) (Right to Buy)	\$ 25.225	02/01/2012		M ⁽⁴⁾		1,700	01/27/2011	01/27/2020	Common Stock
Employee Stock Option (Right to Buy)	\$ 11.8725	02/01/2012		M ⁽⁵⁾		8,000	<u>(13)</u>	04/23/2012	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SEABROOK RAYMOND J BALL CORPORATION 10 LONGS PEAK DR. BROOMFIELD, CO 80021-2510			EXEC. V.P. & C.O.O. GLOBAL PKG	

Signatures

/s/ Robert W. McClelland, attorney-in-fact for Mr.
Seabrook

02/02/2012

__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) Common stock acquired upon the lapse of Table II Restricted Stock Units.
- (2) Shares withheld for the payment of the tax obligation on the lapse of restrictions on Table II restricted stock units.
- (3) Sale of stock in accordance with reporting person's pre-arranged 10b5-1 plan adopted by the reporting person on November 1, 2011.
- (4) Exercise of stock options (ISO).
- (5) Exercise of stock options in accordance with reporting person's pre-arranged 10b5-1 plan adopted by the reporting person on November 1, 2011.
- (6) Total number of 401(k) Plan shares acquired through periodic dividend reinvestment, participant's contributions and employer matching contributions.
- (7) The reporting person expressly disclaims beneficial ownership of these securities.
- (8) Each restricted stock unit represents a contingent right to receive one share of Ball Corporation Common Stock.
- (9) Lapse of restricted stock units.
- (10) Each unit may be settled for a single share of stock or the equivalent amount of cash pursuant to the Ball Corporation Deferred Compensation Company Stock Plan.
- (11) Lapsed restricted stock and lapsed restricted stock units deferred into Ball Corporation's Deferred Compensation Company Stock Plan and may include company match.
- (12) Stock units in Ball Corporation's Deferred Compensation Company Stock Plan are distributed upon the separation of service in accordance with the Plan.
- (13) Shares exercisable beginning one year after grant in 25% increments and thereafter annually upon the anniversary of the date of the grant of the stock option.

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.