

HAYES JOHN A
Form 4
March 19, 2013

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 *
HAYES JOHN A

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)
03/15/2013

Director 10% Owner
 Officer (give title below) Other (specify below)
PRESIDENT & C.E.O. BALL CORP.

(Street)
BROOMFIELD, CO 80021-2510

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

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 | (A) or (D) | Price |
| Common Stock | 03/15/2013 | | J ⁽¹⁾ | | 168,551.8 | A | \$ 46.01 |
| Common Stock | 03/15/2013 | | J ⁽²⁾ | | 9,000 | A | \$ 46.01 |
| Common Stock | 03/15/2013 | | F ⁽³⁾ | | 4,193 | D | \$ 46.01 |
| Common Stock | | | | | 4,354.98 | I | |
| Common Stock | | | | | 68,200 | I | |

401(k) Plan ⁽⁴⁾
JAH Irrevocable Trust ⁽⁵⁾

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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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|---------|-----|--|-----------------|---|
| | | | | | V | (A) | (D) | Date Exercisable | Expiration Date | |
| Deferred Compensation Company Stock Plan | (6) | 03/15/2013 | | J(7) | | 427,948 | | (8) | (8) | Common Stock |
| Restricted Stock Units | (9) | 03/15/2013 | | J(10) | | 9,000 | | (10) | (10) | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| HAYES JOHN A BALL CORPORATION 10 LONGS PEAK DR. BROOMFIELD, CO 80021-2510 | X | | PRESIDENT & C.E.O. BALL CORP. | |

Signatures

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

03/19/2013

__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) Dividend reinvestment in Ball Corporation 2000 Deferred Compensation Company Stock Plan.
- (2) Common stock acquired upon the lapse of Table II Deposit Share Program (DSP) Restricted Stock Units (RSUs).
- (3) Shares withheld for the payment of the tax obligation on the lapse of restrictions on Table II DSP Restricted Stock Units.
- (4) Total number of 401(k) Plan shares acquired through periodic dividend reinvestment, participant's contributions and employer matching contributions.

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- (5) The reporting person expressly disclaims beneficial ownership of these securities.
- (6) 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.
- (7) Dividend Reinvestment in Ball Corporation Deferred Compensation Company Stock Plan.
- (8) Stock units in Ball Corporation's Deferred Compensation Company Stock Plan are distributed upon the separation of service in accordance with the Plan.
- (9) East restricted stock unit represents a contingent right to receive one share of Ball Corporation Common Stock.
- (10) Lapse of DSP Restricted Stock Units.

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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