

STRAIN ROBERT D
Form 4
February 25, 2019

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 *
STRAIN ROBERT D

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 DRIVE

3. Date of Earliest Transaction
(Month/Day/Year)
02/21/2019

____ Director
____ Officer (give title below)
____ 10% Owner
____ Other (specify below)
Sr. VP BallCorp & Pres. BATC

(Street)

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

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

BROOMFIELD, CO 80021

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | Price | |
| Common Stock | 02/21/2019 | | M ⁽¹⁾ | | 12,400 | \$ 22.965 | A 47,747.3983 D |
| Common Stock | 02/21/2019 | | F ⁽²⁾ | | 7,334 | \$ 54.48 | D 40,413.3983 D |
| Common Stock | 02/25/2019 | | S | | 5,066 | \$ 54.93 ⁽³⁾ | D 35,347.3983 D |
| Common Stock | | | | | | | 2,031.224 I 401(k) ⁽⁴⁾ |

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 Underlying Instrument (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|
| | | | | | | Date Exercisable | Expiration Date | |
| Stock Appreciation Right (sars) | \$ 22.965 | 02/21/2019 | | M | 12,400 | 01/30/2014 | 01/30/2023 | Common Stock |
| Deferred Compensation Company Stock Plan | (5) | 02/22/2019 | | J(6) | 2,174.8586 | (7) | (7) | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| STRAIN ROBERT D BALL CORPORATION 10 LONGS PEAK DRIVE BROOMFIELD, CO 80021 | | | Sr. VP BallCorp & Pres. BATC | |

Signatures

/s/ Charles E. Baker, attorney-in-fact for Mr. Strain
Date: 02/25/2019

__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 exercise of Stock Appreciation Rights (SARS).

(2) Shares withheld to pay for the cost of the SARS and for the payment of the tax obligation on the exercise of the SARS.

(3) This transaction was executed in multiple trades at prices ranging from \$54.91 to \$54.945. The price reported above reflects the weighted average price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

(4)

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Total number of 401(k) Plan shares acquired through periodic dividend reinvestment, participant's contributions and employer matching contributions.

- (5) 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.
- (6) Incentive compensation deferral into the Deferred Compensation Company Stock Plan and may include company match.
- (7) Stock units in Ball Corporation's Deferred Compensation Company Stock Plan are distributed upon the separation of service in accordance with the Plan.

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.