

OWENS ILLINOIS INC /DE/  
Form 4  
December 08, 2010

**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 \*  
STROUCKEN ALBERT P L

(Last) (First) (Middle)

ONE MICHAEL OWENS WAY

(Street)

PERRYSBURG, OH 43551

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
OWENS ILLINOIS INC /DE/ [OI]

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/06/2010

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Board Chair & CEO

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock (Direct)	07/13/2010		A	V 50,000 D \$ 0	307,746	D	
Common Stock (Indirect)	07/13/2010		A	V <u>50,000</u> <sup>(1)</sup> A \$ 0	50,000	I	By GRAT
Common Stock (Direct)	12/06/2010		S	107 <u>(2)</u> D \$ 28.76	307,639	D	
Common Stock	12/06/2010		S	100 <u>(2)</u> D \$ 28.77	307,539	D	

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(Direct)								
Common Stock (Direct)	12/06/2010	S	900 <sup>(2)</sup>	D	\$ 28.78	306,639	D	
Common Stock (Direct)	12/06/2010	S	1,800 <sup>(2)</sup>	D	\$ 28.79	304,839	D	
Common Stock (Direct)	12/06/2010	S	2,100 <sup>(2)</sup>	D	\$ 28.8	302,739	D	
Common Stock (Direct)	12/06/2010	S	700 <sup>(2)</sup>	D	\$ 28.82	302,039	D	
Common Stock (Direct)	12/06/2010	S	100 <sup>(2)</sup>	D	\$ 28.83	301,939	D	
Common Stock (Direct)	12/06/2010	S	600 <sup>(2)</sup>	D	\$ 28.84	301,339	D	
Common Stock (Direct)	12/06/2010	S	3,400 <sup>(2)</sup>	D	\$ 28.85	297,939	D	
Common Stock (Direct)	12/06/2010	S	600 <sup>(2)</sup>	D	\$ 28.86	297,339	D	
Common Stock (Direct)	12/06/2010	S	750 <sup>(2)</sup>	D	\$ 28.87	296,589	D	
Common Stock (Direct)	12/06/2010	S	350 <sup>(2)</sup>	D	\$ 28.88	296,239	D	

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	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned
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Security

Acquired  
(A) or  
Disposed  
of (D)  
(Instr. 3,  
4, and 5)

Follo  
Repo  
Trans  
(Instr

Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STROUCKEN ALBERT P L ONE MICHAEL OWENS WAY PERRYSBURG, OH 43551	X		Board Chair & CEO	

## Signatures

James W. Baehren for Albert P.L. Stroucken	12/08/2010
**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) These shares were previously reported as directly beneficially owned but were contributed to a grantor retained annuity trust on July 13, 2010.
  - (2) All shares were sold by the reporting person to cover the withholding tax on shares of restricted stock on which the restrictions lapsed.

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.