

Williams Leroy James Jr  
 Form 4  
 August 12, 2010

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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 \*  
 Williams Leroy James Jr

(Last) (First) (Middle)

BALL CORPORATION, 10 LONGS  
 PEAK DR.

(Street)

BROOMFIELD, CO 80021-2510

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 08/11/2010

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)  
 VP Information & Tech Services

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 or Price		
Common Stock	08/11/2010		M <sup>(1)</sup>		1,000 A \$ 43.69	2,793.7767	D
Common Stock	08/11/2010		D <sup>(1)</sup>		764 D \$ 57.2	2,029.7767	D
Common Stock	08/11/2010		F <sup>(2)</sup>		74 D \$ 57.2	1,955.7767	D
Common Stock	08/11/2010		M <sup>(1)</sup>		2,500 A \$ 49.32	4,455.7767	D
Common Stock	08/11/2010		D <sup>(1)</sup>		2,156 D \$ 57.2	2,299.7767	D

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Common Stock	08/11/2010	<u>F</u> <sup>(2)</sup>	108	D	\$ 57.2	2,191.7767	D	
Common Stock	08/11/2010	<u>M</u> <sup>(1)</sup>	2,350	A	\$ 50.11	4,541.7767	D	
Common Stock	08/11/2010	<u>D</u> <sup>(1)</sup>	2,059	D	\$ 57.2	2,482.7767	D	
Common Stock	08/11/2010	<u>F</u> <sup>(2)</sup>	91	D	\$ 57.2	2,391.7767	D	
Common Stock	08/11/2010	<u>M</u> <sup>(3)</sup>	1,000	A	\$ 43.69	3,391.7767	D	
Common Stock	08/11/2010	<u>S</u> <sup>(4)</sup>	1,000	D	\$ 57.82	2,391.7767	D	
Common Stock	08/11/2010	<u>M</u> <sup>(3)</sup>	2,679	A	\$ 49.32	5,070.7767	D	
Common Stock	08/11/2010	<u>S</u> <sup>(4)</sup>	2,679	D	\$ 57.82	2,391.7767	D	
Common Stock						873.305	I	401(k) Plan <sup>(5)</sup>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
(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)	Amount or Number of Shares
Stock Appreciation Rights (sars)	\$ 43.69	08/11/2010		<u>M</u> <sup>(1)</sup>	1,000	04/27/2007 04/27/2016	Common Stock	1,000
Stock Appreciation	\$ 49.32	08/11/2010		<u>M</u> <sup>(1)</sup>	2,500	04/25/2008 04/25/2017	Common Stock	2,500

Rights (sars)

Stock

Appreciation Rights (sars)	\$ 50.11	08/11/2010	M <sup>(1)</sup>	2,350	04/23/2009	04/23/2018	Common Stock	2,350
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Stock Option

(iso) (Right to Buy)	\$ 43.69	08/11/2010	M <sup>(3)</sup>	1,000	<u>(6)</u>	04/27/2016	Common Stock	1,000
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Stock Option

(iso) (Right to Buy)	\$ 49.32	08/11/2010	M <sup>(3)</sup>	2,679	<u>(6)</u>	04/25/2017	Common Stock	2,679
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Williams Leroy James Jr BALL CORPORATION 10 LONGS PEAK DR. BROOMFIELD, CO 80021-2510			VP Information & Tech Services	

## Signatures

/s/ Charles E. Baker, attorney-in-fact for Mr. Williams	08/12/2010
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        \*\*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 exercise of Stock Appreciation Rights (SARS).
- (3) Exercise of Incentive stock options (ISOs).
- (4) Regular sale.
- (5) Total number of 401(k) Plan shares includes shares acquired through periodic dividend reinvestment, participant's contributions and employer matching contributions.
- (6) Shares exercisable beginning one year after grant in 25% increments and thereafter annually upon the anniversary of the date of the grant of the incentive stock option (ISO).

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.