

Barker Shawn M
 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 *
 Barker Shawn M

(Last) (First) (Middle)

10 LONGS PEAK DRIVE

(Street)

BROOMFIELD, CO 80021

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
 01/31/2012

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)
 Vice President & Controller

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 (A) or (D) Price			
Common Stock	01/31/2012		M ⁽¹⁾	9,400 A \$ 25.225	17,158.2977	D	
Common Stock	01/31/2012		M ⁽²⁾	1,127 A \$ 25.055	18,285.2977	D	
Common Stock	01/31/2012		M ⁽¹⁾	7,500 A \$ 20.04	25,785.2977	D	
Common Stock	01/31/2012		M ⁽²⁾	100 A \$ 25.055	25,885.2977	D	
Common Stock	01/31/2012		S	100 D \$ 39.16	25,785.2977	D	

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Common Stock	01/31/2012	<u>M</u> (2)	774	A	\$ 24.66	26,559.2977	D	
Common Stock	01/31/2012	<u>M</u> (2)	529	A	\$ 24.66	27,088.2977	D	
Common Stock	01/31/2012	S	529	D	\$ 39.17	26,559.2977	D	
Common Stock	01/31/2012	<u>M</u> (2)	336	A	\$ 24.66	26,895.2977	D	
Common Stock	01/31/2012	S	336	D	\$ 39.16	26,559.2977	D	
Common Stock	01/31/2012	<u>M</u> (2)	611	A	\$ 24.66	27,170.2977	D	
Common Stock	01/31/2012	S	611	D	\$ 39.15	26,559.2977	D	
Common Stock	01/31/2012	<u>J</u> (3)	2,000	A	\$ 39.26	28,559.2977	D	
Common Stock	01/31/2012	<u>F</u> (4)	706	D	\$ 39.26	27,853.2977	D	
Common Stock	01/31/2012	<u>M</u> (1)	1,500	A	\$ 25.055	29,353.2977	D	
Common Stock	01/31/2012	<u>M</u> (1)	750	A	\$ 24.66	30,103.2977	D	
Common Stock	01/31/2012	<u>M</u> (2)	304	A	\$ 25.055	30,407.2977	D	
Common Stock	01/31/2012	S	304	D	\$ 39.15	30,103.2977	D	
Common Stock	01/31/2012	<u>M</u> (2)	1,844	A	\$ 25.055	31,947.2977	D	
Common Stock	01/31/2012	S	1,844	D	\$ 39.14	30,103.2977	D	
Common Stock	01/31/2012	<u>F</u> (5)	13,739	D	\$ 39.26	16,364.2977	D	
Common Stock						478.29	I	401(k) Plan <u>(6)</u>

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)**

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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 Underlying Security (Instr. 3 and 4)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title
Stock Option (iso) (Right to Buy)	\$ 25.055	01/31/2012		<u>M</u> (2)	1,127	04/23/2009	04/23/2018	Common Stock
Stock Appreciation Rights (sars)	\$ 25.225	01/31/2012		<u>M</u> (1)	9,400	01/27/2011	01/27/2020	Common Stock
Stock Appreciation Rights (sars)	\$ 20.04	01/31/2012		<u>M</u> (1)	7,500	01/28/2010	01/28/2019	Common Stock
Stock Appreciation Rights (sars)	\$ 25.055	01/31/2012		<u>M</u> (1)	1,500	04/23/2009	04/23/2018	Common Stock
Stock Option (iso) (Right to Buy)	\$ 25.055	01/31/2012		<u>M</u> (2)	304	04/23/2009	04/23/2018	Common Stock
Stock Option (iso) (Right to Buy)	\$ 24.66	01/31/2012		<u>M</u> (2)	774	04/25/2008	04/25/2017	Common Stock
Stock Option (iso) (Right to Buy)	\$ 24.66	01/31/2012		<u>M</u> (2)	529	04/25/2008	04/25/2017	Common Stock
Stock Option (iso) (Right to Buy)	\$ 24.66	01/31/2012		<u>M</u> (2)	336	04/25/2008	04/25/2017	Common Stock
Stock Option (iso) (Right to Buy)	\$ 24.66	01/31/2012		<u>M</u> (2)	611	04/25/2008	04/25/2017	Common Stock
Restricted Stock Units	<u>(7)</u>	01/31/2012		<u>J</u> (8)	4,000	<u>(8)</u>	<u>(8)</u>	Common Stock
Deferred Compensation Company Stock Plan	<u>(9)</u>	01/31/2012		<u>J</u> (10)	2,400	<u>(11)</u>	<u>(11)</u>	Common Stock
Stock	\$ 24.66	01/31/2012		<u>M</u> (1)	750	04/25/2008	04/25/2017	Common

Appreciation Rights (sars)								Stock
Stock Option (iso) (Right to Buy)	\$ 25.055	01/31/2012	M ⁽²⁾	1,844	04/23/2009	04/23/2018		Common Stock
Stock Option (iso) (Right to Buy)	\$ 25.055	01/31/2012	M ⁽²⁾	100	04/23/2009	04/23/2018		Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Barker Shawn M 10 LONGS PEAK DRIVE BROOMFIELD, CO 80021			Vice President & Controller	

Signatures

/s/ Robert W. McClelland, attorney-in-fact for Mr. Barker 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) Exercise of Stock Appreciation Rights (SARS).
- (2) Exercise of stock option (ISO).
- (3) Common stock acquired upon the lapse of Table II restricted Stock Units.
- (4) Shares withheld for the payment of the tax obligation on the lapse of restrictions on Table II restricted stock units.
- (5) Shares withheld for the payment of the tax obligation on the exercise of Stock Appreciation Rights (SARS).
- (6) Total number of 401(k) Plan shares acquired through periodic dividend reinvestment, participant's contributions and employer matching contributions.
- (7) Each restricted stock unit represents a contingent right to receive one share of Ball Corporation Common Stock.
- (8) Lapse of restricted stock units.
- (9) 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.
- (10) Lapse of restricted stock units deferred into Ball Corporation's Deferred Compensation Company Stock Plan and may include company match.
- (11) Stock Units in the Ball Corporation 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.