

BALL CORP
Form 4
March 18, 2014

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 *
Pauley Lisa Ann

(Last) (First) (Middle)

10 LONGS PEAK DRIVE

(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)
03/14/2014

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)
SR VP, HR & Administration

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 | 03/14/2014 | | J ⁽¹⁾ | | 90 A \$ 54.03 | 36,580.3096 | D |
| Common Stock | 03/14/2014 | | F ⁽²⁾ | | 90 D \$ 54.03 | 36,490.3096 | D |
| Common Stock | 03/17/2014 | | M ⁽³⁾ | | 2,800 A \$ 17.055 | 39,290.3096 | D |
| Common Stock | 03/17/2014 | | S | | 2,800 D \$ 54.03 | 36,490.3096 | D |
| Common Stock | 03/17/2014 | | J ⁽⁴⁾ | | 8,495 A \$ 54.53 | 36,498.8046 | D |

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| | | | | | | | | |
|--------------|------------|------------------|---------|---|----------|--------------|---|----------------------------|
| Common Stock | 03/17/2014 | J ⁽⁴⁾ | 48.4966 | A | \$ 54.53 | 145,642.7234 | I | By Spouse ⁽⁵⁾ |
| Common Stock | | | | | | 2,496.098 | I | 401(k) Plan ⁽⁶⁾ |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 Underlying (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|
| | | | | Code V | (A) (D) | Date Exercisable Expiration Date | Title |
| Restricted Stock Units | <u>(7)</u> | 03/14/2014 | | J ⁽⁸⁾ | 2,700 | <u>(8)</u> <u>(8)</u> | Common Stock |
| Deferred Compensation Company Stock Plan | <u>(9)</u> | 03/14/2014 | | J ⁽¹⁰⁾ | 2,610 | <u>(11)</u> <u>(11)</u> | Common Stock |
| Stock Option (iso) (Right to Buy) | \$ 17.055 | 03/17/2014 | | M ⁽³⁾ | 2,800 | <u>(12)</u> 04/29/2014 | Common Stock |
| Deferred Compensation Company Stock Plan | <u>(9)</u> | 03/17/2014 | | J ⁽¹³⁾ | 111.6699 | <u>(11)</u> <u>(11)</u> | Common Stock |
| Deferred Compensation Company Stock Plan | <u>(9)</u> | 03/17/2014 | | J ⁽¹³⁾ | 221.0235 | <u>(11)</u> <u>(11)</u> | Common Stock |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

SR VP, HR & Administration

Pauley Lisa Ann
10 LONGS PEAK DRIVE
BROOMFIELD, CO 80021-2510

Signatures

/s/ Janice L. Rodriguez, attorney-in-fact for Ms.
Pauley

03/18/2014

__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 lapse of Table II Restricted Stock Units.
- (2) Shares withheld for the payment of the tax obligation on the lapse of restrictions on Table II restricted stock units.
- (3) Exercise of Incentive Stock Options (ISO)
- (4) Dividend reinvestment in Ball Corporation's 2000 Deferred Compensation Company Stock Plan.
- (5) The reporting person expressly disclaims beneficial ownership of the securities owned by Spouse.
- (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) Lapsed restricted stock units deferred into Ball Corporation's Deferred Compensation Company Stock Plan as stock units and may include company match.
- (11) Stock units in Ball Corporation's Deferred Compensation Company Stock Plan are distributed upon the separation of service in accordance with the Plan.
- (12) 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.
- (13) Dividend reinvestment in Ball Corporation's Deferred Compensation Company Stock 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.