

STIRITZ WILLIAM P

Form 4

November 16, 2004

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 *
 STIRITZ WILLIAM P

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 DR.

3. Date of Earliest Transaction
 (Month/Day/Year)
 11/12/2004

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

(Street)

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

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

BROOMFIELD, CO 80021-2510

(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 Beneficial Ownership (Instr. 4)
				(A) or (D)			
			Code	V	Amount	(D)	Price

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	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)

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)							
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Variable Forward Contract	<u>(1)</u>	11/12/2004	<u>J</u>	<u>(1)</u>	200,000 <u>(1)</u>		<u>(1)</u>	06/12/2012	Common Stock	200,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STIRITZ WILLIAM P BALL CORPORATION 10 LONGS PEAK DR. BROOMFIELD, CO 80021-2510		X		

Signatures

By: Charles E. Baker, Gen Counsel & Asst Corp Sec For: William P. Stiritz 11/16/2004

__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).

Susan Stiritz entered into a variable forward contract ("VFC") with Credit Suisse First Boston Capital LLC ("CSFBC LLC") and Credit Suisse First Boston LLC. Under the VFC, CSFBC LLC sold 200,000 shares of common stock of Ball Corp. ("Common Shares") into the public market in accordance with paragraphs (f) and (g) of Rule 144 under the Securities Act of 1933, as amended. The VFC provides

(1) that, on June 12, 2012, Susan Stiritz will deliver a number of Common Shares to CSFBC LLC (or, at the election of Susan Stiritz, the cash equivalent of such shares) as follows: (a) if the settlement price is less than the downside floor, a delivery of 200,000 Common Shares; and (b) if the settlement price is equal to or greater than the downside floor, a delivery of between 129,870 and 200,000 Common Shares, dependent upon the settlement price.

(2) The reporting person expressly disclaims beneficial ownership of these securities; 200,000 of these shares are committed for use in a variable forward contract dated 11-12-04.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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