

MORRISON SCOTT C  
Form 4  
February 24, 2011

**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 \*  
MORRISON SCOTT C

(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)

02/22/2011

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. V.P. and C.F.O.

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	02/22/2011		M <sup>(1)</sup>		7,000	A	\$ 14.0775
Common Stock	02/22/2011		M <sup>(2)</sup>		16,000	A	\$ 11.8725
Common Stock	02/22/2011		F <sup>(3)</sup>		3,756	D	\$ 35.82
Common Stock	02/22/2011		F <sup>(4)</sup>		5,304	D	\$ 35.82
Common Stock	02/23/2011		M <sup>(1)</sup>		2,060	A	\$ 19.87

Common Stock	3,782.646	I	401(k) Plan <sup>(5)</sup>
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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 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 Securities (Instr. 3 and 4)	Amount or Number of Share			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Stock Option (iso) (Right to Buy)	\$ 14.0775	02/22/2011		M <sup>(1)</sup>	7,000	04/22/2004	04/22/2013	Common Stock	7,000		
Employee Stock Option (Right to Buy)	\$ 11.8725	02/22/2011		M <sup>(2)</sup>	16,000	<u>(6)</u>	04/23/2012	Common Stock	16,000		
Stock Option (iso) (Right to Buy)	\$ 19.87	02/23/2011		M <sup>(1)</sup>	2,060	04/27/2006	04/27/2015	Common Stock	2,060		

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director    10% Owner    Officer    Other
MORRISON SCOTT C BALL CORPORATION 10 LONGS PEAK DR. BROOMFIELD, CO 80021-2510	SR. V.P. and C.F.O.

## Signatures

/s/ Janice L. Rodriguez, attorney-in-fact for Mr.  
Morrison

02/24/2011

\_\_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 Incentive Stock Options (ISOs).
- (2) Exercise of Stock Options.
- (3) Shares withheld for the payment of the tax obligation on the exercise of stock options.
- (4) Shares withheld to cover shares swapped for exercise of stock option.
- (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 stock option.

### Remarks:

The amount of securities beneficially owned following the transaction(s) reported in this Form 4 reflects the Stock Split effect.

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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