

HOOVER R DAVID
Form 4
February 14, 2012

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 *
HOOVER R DAVID

(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)

02/10/2012

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)

CHAIRMAN OF THE BOARD

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	(D)	Price
Common Stock	02/10/2012		F(1)		28,047	D	\$ 35.71
Common Stock	02/10/2012		F(2)		56,620	D	\$ 35.71
Common Stock	02/10/2012		F(2)		2,381	D	\$ 39.26
Common Stock	02/10/2012		M(3)		6,009	A	\$ 39.26
Common Stock	02/10/2012		M(3)		142,871	A	\$ 35.71

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Common Stock	7,668.547	I	401(k) Plan ⁽⁴⁾
Common Stock	74,708	I	RDH Trust
Common Stock	366,002	I	SAH Trust ⁽⁵⁾

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Deferred Compensation Company Stock Plan	<u>(6)</u>	02/10/2012		<u>M(7)</u>	142,871	<u>(8)</u> <u>(8)</u>	Common Stock 142,871
Deferred Compensation Company Stock Plan	<u>(6)</u>	02/10/2012		<u>M(7)</u>	6,009	<u>(8)</u> <u>(8)</u>	Common Stock 6,009

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOOVER R DAVID BALL CORPORATION 10 LONGS PEAK DR. BROOMFIELD, CO 80021-2510	X			CHAIRMAN OF THE BOARD

Signatures

/s/ Charles E. Baker, attorney-in-fact for Mr.
Hoover

02/14/2012

__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) Shares withheld for payment of the tax obligation upon the distribution of shares from the Ball Corporation 2000 Deferred Compensation Company Stock Plan.
- (2) Shares withheld for payment of the tax obligation on the lapse of deferred compensation payment under the Ball Corporation 2005 Deferred Compensation Company Stock Plan
- (3) Shares acquired upon the distribution of shares from the Ball Corporation 2005 Deferred Compensation Company Stock Plan.
- (4) Total number of 401(k) Plan shares acquired through periodic dividend reinvestment, participant's contributions and employer matching contributions.
- (5) The reporting person expressly disclaims beneficial ownership of the securities in the Suzanne A. Hoover Trust.
- (6) 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.
- (7) Distribution of shares from the Ball Corporation 2005 Deferred Compensation Plan due to retirement as an officer of the Company.
- (8) Stock units in Ball Corporation's Deferred Compensation Company Stock Plan are distributed upon the separation of service in accordance with the Plan.

Remarks:

The distribution of 70,773 shares of Common Stock from the 2000 Deferred Compensation Plan on February 10, 2012, were p

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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