BAKER CHARLES E

Form 4

January 28, 2011

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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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

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * **BAKER CHARLES E**

2. Issuer Name and Ticker or Trading Symbol

BALL CORP [BLL]

(First) (Middle) (Last)

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

01/26/2011

BALL CORPORATION, 10 LONGS PEAK DR.

> (Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

Director 10% Owner X_ Officer (give title Other (specify

below)

VP,GEN COUNSEL & ASST CORP SEC

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ 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

BROOMFIELD, CO 80021-2510

(State)

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year)

(City)

(Instr. 3)

Execution Date, if

(Zip)

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

Owned

5. Amount of Securities Beneficially Following Reported

6. Ownership Form: Direct (D) or Indirect Beneficial (T) (Instr. 4)

7. Nature of Indirect Ownership (Instr. 4)

(A) Transaction(s) (Instr. 3 and 4) 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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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed 5. Number of

Derivative Security

Conversion or Exercise

(Month/Day/Year) Execution Date, if

any

4. **Transaction**Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amoun Underlying Securit (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	Amor or Numl of Sh
Stock Appreciation Rights (sars)	\$ 71.67	01/26/2011		A(1)		13,500		01/26/2012	01/26/2021	Common Stock	13,5
Restricted Stock Units	<u>(2)</u>	01/26/2011		A(3)		3,650		(2)	(2)	Common Stock	3,6

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

BAKER CHARLES E BALL CORPORATION 10 LONGS PEAK DR. BROOMFIELD, CO 80021-2510

VP,GEN COUNSEL & ASST CORP SEC

Signatures

Janice L. Rodriguez, attorney-in-fact for Mr.

Baker

01/28/2011

**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) SARs (Stock Appreciation Rights) granted under the Ball Corporation Stock and Cash Incentive Plan. The stock appreciation rights vest in four annual installments beginning one year after date of grant.
- (2) Restricted Stock Units awarded under the Stock and Cash Incentive Plan. Each restricted stock unit represents a contingent right to receive one share of Ball Corporation Common Stock.
- (3) Receipt of performance contingent restricted stock unit grant under the Stock and Cash Incentive Plan, which vests in three years upon the attainment of the performance criteria.

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.

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