

HAYES JOHN A
Form 4
December 03, 2012

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 *
HAYES JOHN A

(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)
11/30/2012

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)
PRESIDENT & C.E.O. BALL CORP.

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	11/30/2012		M ⁽¹⁾		21,936	A	\$ 19.87 227,632.1674
Common Stock	11/30/2012		S		700	D	\$ 44.78 226,932.1674
Common Stock	11/30/2012		S		1,701	D	\$ 44.77 225,231.1674
Common Stock	11/30/2012		S		2,800	D	\$ 44.76 222,431.1674
Common Stock	11/30/2012		S		3,288	D	\$ 44.75 219,143.1674
	11/30/2012		S		1,101	D	\$ 44.74 218,042.1674

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Common Stock									
Common Stock	11/30/2012	S	1,428	D	\$ 44.73	216,614.1674	D		
Common Stock	11/30/2012	S	998	D	\$ 44.72	215,616.1674	D		
Common Stock	11/30/2012	S	4,000	D	\$ 44.71	211,616.1674	D		
Common Stock	11/30/2012	S	4,600	D	\$ 44.7	207,016.1674	D		
Common Stock	11/30/2012	S	1,320	D	\$ 44.69	205,696.1674	D		
Common Stock	11/30/2012	M ⁽²⁾	42,000	A	\$ 21.845	247,696.1674	D		
Common Stock	11/30/2012	F ⁽³⁾	8,820	D	\$ 44.69	238,876.1674	D		
Common Stock	11/30/2012	D ⁽⁴⁾	20,530	D	\$ 44.69	218,346.1674	D		
Common Stock						4,346.357	I		401(k) Plan ⁽⁵⁾

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 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 Security (Instr. 3 and 4)	8. Date	9. Expiration Date	10. Title	11. Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 19.87	11/30/2012		M ⁽¹⁾	21,936	04/27/2006 04/27/2015	Common Stock				21,936

Stock										
Appreciation	\$ 21.845	11/30/2012		M ⁽²⁾	42,000	04/26/2007	04/26/2016	Common	42,0	
Rights (sars)								Stock		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HAYES JOHN A BALL CORPORATION 10 LONGS PEAK DR. BROOMFIELD, CO 80021-2510	X		PRESIDENT & C.E.O. BALL CORP.	

Signatures

/s/ Charles E. Baker, attorney-in-fact for Mr. Hayes	12/03/2012
<u> </u> 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 stock options.
- (2) Exercise of Stock Appreciation Rights (SARS).
- (3) Shares withheld for the payment of the tax obligation on the exercise of Stock Appreciation Rights (SARS).
- (4) Shares utilized to pay for the cost of the SARS.
- (5) Total number of 401(k) Plan shares acquired through periodic dividend reinvestment, participant's contributions and employer matching contributions.

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.