

SEABROOK RAYMOND J
Form 4
August 17, 2009

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
SEABROOK RAYMOND J

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)

08/14/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

EXEC. V.P., & C.F.O.

(Street)

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

BROOMFIELD, CO 80021-2510

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

(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 Ownership (Instr. 4)			
			Code	V	Amount	(D)	Price			
Common Stock	08/14/2009		M ⁽¹⁾		12,862	A	\$ 50.58	159,458.261	D	
Common Stock	08/14/2009		M ⁽¹⁾		17,138	A	\$ 50.4355	176,596.261	D	
Common Stock	08/14/2009		S ⁽²⁾		17,138	D	\$ 50.4355	159,458.261	D	
Common Stock								6,512.999	I	401(k) Plan ⁽³⁾
Common Stock								4,075	I	By Daughter ⁽⁴⁾

Common Stock 4,075 I By Son ⁽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 Securities (Instr. 3 and 4)	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 8.2657	08/14/2009		M ⁽¹⁾	12,862	⁽⁶⁾ 04/25/2010	Common Stock	12,862
Employee Stock Option (Right to Buy)	\$ 8.2657	08/14/2009		M ⁽¹⁾	17,138	⁽⁶⁾ 04/25/2010	Common Stock	17,138

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SEABROOK RAYMOND J BALL CORPORATION 10 LONGS PEAK DR. BROOMFIELD, CO 80021-2510			EXEC. V.P., & C.F.O.	

Signatures

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

08/17/2009

 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) Regular sale.

(3) Total number of 401(k) Plan shares includes shares acquired through periodic dividend reinvestment, participant's contributions and employer matching contributions.

The reporting person expressly disclaims beneficial ownership of these securities, which continue to be owned by his daughter. The
(4) shares of the daughter of the reporting person are being removed because the reporting person is no longer deemed the beneficial owner of these securities and has no pecuniary interest in them, indirect or otherwise.

(5) The reporting person expressly disclaims beneficial ownership of these securities.

(6) Shares exercisable beginning one year after grant in 25% increments and thereafter annually upon the anniversary of the date of grant of the stock option.

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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