HAYES JOHN A Form 4 January 26, 2012

FORM 4

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

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)

(Last)

(City)

1. Name and Address of Reporting Person * HAYES JOHN A

2. Issuer Name and Ticker or Trading Symbol

3.

BALL CORP [BLL]

(First) (Middle) 3. Date of Earliest Transaction

(Month/Day/Year) 01/25/2012

BALL CORPORATION, 10 LONGS PEAK DR.

> (Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

BROOMFIELD, CO 80021-2510 (State)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Issuer

below)

Person

_X__ Director

Applicable Line)

X_ Officer (give title

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

(Month/Day/Year)

(Zip)

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

4. Securities

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership Form: Direct (T) (Instr. 4)

7. Nature of Indirect (D) or Indirect Beneficial Ownership (Instr. 4)

10% Owner

Other (specify

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Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

PRESIDENT & C.E.O. BALL CORP.

6. Individual or Joint/Group Filing(Check

X Form filed by One Reporting Person Form filed by More than One Reporting

Estimated average

burden hours per

(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 4. 5. Number of 6. Date Exercisable and 7. Title and Amou Derivative Conversion (Month/Day/Year) Execution Date, if **Transaction**Derivative **Expiration Date** Underlying Secur Security or Exercise Code Securities (Month/Day/Year) (Instr. 3 and 4) any

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A Disposed of (Instr. 3, 4, a 5)	(D)				
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am Nui Sha
Stock Option (iso) (Right to Buy)	\$ 37.7	01/25/2012		A <u>(1)</u>	1,800		01/25/2013	01/25/2012	Common Stock	1
Stock Appreciation Rights (sars)	\$ 37.7	01/25/2012		A(2)	209,200		01/25/2013	01/25/2022	Common Stock	20
Restricted Stock Units	(3)	01/25/2012		A(4)	55,800		<u>(4)</u>	<u>(4)</u>	Common Stock	55

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			

HAYES JOHN A **BALL CORPORATION** X 10 LONGS PEAK DR.

BROOMFIELD, CO 80021-2510

PRESIDENT & C.E.O. BALL CORP.

Signatures

/s/ Robert W. McClelland, attorney-in-fact for Mr. Hayes

01/26/2012

**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).
- Incentive stock option (ISO) granted under the Ball Corporation Stock & Cash Incentive Plan. The option vests in four annual (1) installments beginning one year after date of grant.
- 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.
- (3) Each restricted stock unit represents a contingent right to receive one share of Ball Corporation Common Stock.
- 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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