BALL CORP Form 4 February 06, 2015

FORM 4

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

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 Fobligations may continue.

See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Pauley Lisa Ann			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)	3. Date of Earliest Transaction	(enser an approach)			
10 LONGS PEAK DRIVE		E	(Month/Day/Year) 02/04/2015	Director 10% OwnerX Officer (give title Other (specify below) SR VP, HR & Administration			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
BROOMFIELD, CO 80021-2510			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

			2 230.1
(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. Securi or(A) or D (Instr. 3,	ispose	d of (D)	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)
Common Stock	02/04/2015		<u>J(1)</u>	6,700	A	\$ 66.15	144,399.2116	I	By Spouse (2)
Common Stock	02/04/2015		F(3)	2,254	D	\$ 66.15	142,145.2116	I	By Spouse (2)
Common Stock							2,664.66	I	401(k) Plan (4)
Common Stock							36,520.6865	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not (9-02)

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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. Transact Code (Instr. 8)	5. Number of tionDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title Underly (Instr. 3	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Restricted Stock Units	<u>(5)</u>	02/04/2015		J <u>(6)</u>		()	5,500	<u>(6)</u>	<u>(6)</u>	Comr
Restricted Stock Units	<u>(5)</u>	02/04/2015		J <u>(7)</u>			6,700	<u>(7)</u>	<u>(7)</u>	Comr
Deferred Compensation Company Stock Plan	<u>(8)</u>	02/04/2015		J <u>(6)</u>	4	5,802.3432		<u>(9)</u>	<u>(9)</u>	Comr
Restricted Stock Units	<u>(5)</u>	02/04/2015		A(10)		17,465		(10)	(10)	Comr
Stock Appreciation Rights (sars)	\$ 66.15	02/04/2015		A(11)		3,749		02/04/2016	02/04/2025	Comr

Reporting Owners

Relationships Reporting Owner Name / Address

Director 10% Owner Officer Other

Pauley Lisa Ann

10 LONGS PEAK DRIVE BROOMFIELD, CO 80021-2510 SR VP, HR & Administration

Signatures

/s/ Robert W. McClelland, attorney-in-fact for Ms. Pauley

02/06/2015

**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)** Common stock acquired upon the lapse of Table II Restricted Stock Units.

Reporting Owners 2

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- (2) The reporting person expressly disclaims beneficial ownership of the securities owned by Spouse.
- (3) Shares withheld for the payment of the tax obligation on the lapse of restrictions on Table II restricted stock units.
- (4) Total number of 401(k) Plan shares acquired through periodic dividend reinvestment, participant's contributions and employer matching contributions.
- (5) Each restricted stock unit represents a contingent right to receive one share of Ball Corporation Common Stock.
- (6) Lapsed restricted stock units deferred into Ball Corporation's Deferred Compensation Company Stock Plan as stock units and may include company match.
- (7) Lapse of restricted stock units.
- (8) 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.
- (9) Stock units in Ball Corporation's Deferred Compensation Company Stock Plan are distributed upon the separation of service in accordance with the Plan.
- (10) Restricted Stock Units awarded under the Ball Corporation Stock and Cash Incentive Plan.
- 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.

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.