#### OWENS ILLINOIS INC /DE/

Form 4/A March 10, 2010

### 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)

1. Name and Address of Reporting Person \* STROUCKEN ALBERT PL

(First)

(Street)

Symbol

2. Issuer Name and Ticker or Trading

OWENS ILLINOIS INC /DE/ [OI]

3. Date of Earliest Transaction

ONE MICHAEL OWENS WAY 03/07/2010

(Middle)

(Month/Day/Year)

Filed(Month/Day/Year) 03/10/2010

3.

5. Relationship of Reporting Person(s) to

Issuer

below)

(Check all applicable)

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

\_X\_\_ Director 10% Owner X\_ Officer (give title Other (specify

Board Chair & CEO

4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

PERRYSBURG, OH 43551

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

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

Execution Date, if (Month/Day/Year)

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

4. Securities

5. Amount of Securities Beneficially Owned Following

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

7. Nature of Indirect Ownership (Instr. 4)

Reported (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.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion Security or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of TransactionDerivative Code Securities

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

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

#### Edgar Filing: OWENS ILLINOIS INC /DE/ - Form 4/A

(Instr. 3)	Price of Derivative Security	(Month/Day/Yea	r) (Instr. 8	Disposed o (Instr. 3, 4, 5)	f(D)				
			Code V	/ (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (March 7 2010)	\$ 31.03	03/07/2010	A	111,570		(2)	03/07/2017	Common Stock (Direct)	111,570 (1)

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
reporting Owner France / Francess	Director	10% Owner	Officer	Other		
STROUCKEN ALBERT P L ONE MICHAEL OWENS WAY PERRYSBURG, OH 43551	X		Board Chair & CEO			

## **Signatures**

James W. Baehren for Albert P. L.
Stroucken
03/10/2010

\*\*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) The report is being amended to correct the number of shares shown in columns 7 and 9 of Table II for the derivative security reported in the filing being amended.
- (2) The option vests in four equal annual installments beginning on the first anniversary of the date of the 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.

Reporting Owners 2