Bramlage Stephen P JR Form 4 March 11, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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obligations may continue.

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)

See Instruction

1. Name and Address of Reporting Person * Bramlage Stephen P JR			2. Issuer Name and Ticker or Trading Symbol OWENS ILLINOIS INC /DE/ [OI]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check an applicable)		
			(Month/Day/Year)	Director 10% Owner		
ONE MICHAEL OWENS WAY			03/07/2013	Officer (give title Other (specify below)		
				Senior Vice President and CFO		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line)		
PERRYSBURG, OH 43551				_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	e Secu	rities Acqui	red, Disposed of,	or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	omr Dispo (Instr. 3,	sed of 4 and (A) or	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)
Common Stock (Direct)	03/07/2013		A	1,595 (1)	(D)	Price \$ 0	22,865	D	
Common Stock (Direct)	03/07/2013		A	7,672 (2)	A	\$ 0	30,537	D	
Common Stock (Direct)	03/07/2013		S	2,496 (3)	D	\$ 26.0025 (4)	28,041	D	
Common Stock							425.8501	I	401-K Plan

(Indirect)

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)	2 3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D)	Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(Instr. 3, 4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (3/07/2013 \$26.07)	\$ 26.07	03/07/2013		A	16,155	(5)	03/07/2020	Common Stock (Direct)	16,155

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Bramlage Stephen P JR ONE MICHAEL OWENS WAY PERRYSBURG, OH 43551

Senior Vice President and CFO

Signatures

James W. Baehren for Stephen P.
Bramlage
03/08/2013

**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).
 - Restricted shares received by the reporting person on March 7, 2013 pursuant to action taken on that date by the Company's
- (1) Compensation Committee determining the number of shares payable to the reporting person under certain restricted stock units granted for the 2010-2012 grant period. The restricted stock units did not constitute derivative securities on the date of grant thereof.
- (2) The shares are subject to restrictions on sale that expire, either (i) as to 25% of the shares on each of the first four anniversaries of the date of grant of such shares, or (ii) in their entirety upon the grantee's death or disability prior to a termination of employment.

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- (3) All shares were sold by the reporting person to cover the withholding tax on shares of restricted stock on which the restrictions lapsed and on shares payable under the restricted stock units granted for the 2010-2012 grant period.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$25.94 to \$26.07, inclusive. The reporting person undertakes to provide the Company, any security holder of the Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
- (5) 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.