

HAYES JOHN A
Form 4
February 01, 2013

FORM 4

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

OMB APPROVAL

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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 *
HAYES JOHN A

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)
01/30/2013

Director 10% Owner
 Officer (give title below) Other (specify below)
PRESIDENT & C.E.O. BALL CORP.

(Street)
BROOMFIELD, CO 80021-2510

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

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 Beneficial Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock	01/31/2013		J ⁽¹⁾	2,258 A \$ 44.52	142,617.9949	D	
Common Stock	01/31/2013		F ⁽²⁾	2,258 D \$ 44.52	140,359.9949	D	
Common Stock					4,354.98	I	401(k) Plan ⁽³⁾
Common Stock					68,200	I	JAH Irrevocable Trust ⁽⁴⁾

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

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(9-02)

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)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title Underlying Instrument (Instr. 10)
					(A)	(D)	Date Exercisable	Expiration Date	
Stock Appreciation Rights (sars)	\$ 45.93	01/30/2013		A ⁽⁵⁾	182,400		01/30/2014	01/30/2023	Common Stock
Restricted Stock Units	<u>(6)</u>	01/30/2013		A ⁽⁷⁾	42,000		<u>(7)</u>	<u>(7)</u>	Common Stock
Restricted Stock Units	<u>(6)</u>	01/31/2013		J ⁽⁸⁾		58,000	<u>(8)</u>	<u>(8)</u>	Common Stock
Deferred Compensation Company Stock Plan	<u>(9)</u>	01/31/2013		J ⁽¹⁰⁾	56,191.2363		<u>(11)</u>	<u>(11)</u>	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HAYES JOHN A BALL CORPORATION 10 LONGS PEAK DR. BROOMFIELD, CO 80021-2510	X		PRESIDENT & C.E.O. BALL CORP.	

Signatures

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

02/01/2013

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

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- (2) Shares withheld for the payment of the tax obligation on the lapse of restrictions on Table II restricted stock units.
- (3) Due to expiration of the ESOP feature of the Ball Corporation Salary Conversion and Employee Stock Ownership Plan, the Corporation distributed final, unallocated balance of shares into the reporting person's 401(k) Plan Ball Common Stock Fund.
- (4) The reporting person expressly disclaims beneficial ownership of these securities.
- (5) 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.
- (6) Each restricted stock unit represents a contingent right to receive one share of Ball Corporation Common Stock.
- (7) Receipt of performance contingent restricted stock unit award under the Ball Corporation Stock and Cash Incentive Plan, which vests in three years upon the attainment of the performance criteria.
- (8) Lapse of restricted stock units.
- (9) 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.
- (10) Lapse of restrictions on Performance Contingent Restricted Stock Units as a result of attainment of the performance criteria. Units deferred to the Deferred Compensation Company Stock Plan and may include company match.
- (11) Stock units in Ball Corporation's Deferred Compensation Company Stock Plan are distributed upon the separation of service in accordance with the Plan.

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.