

FRIEDERY JOHN R
Form 4
August 17, 2009

FORM 4

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

OMB APPROVAL

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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)

1. Name and Address of Reporting Person *
FRIEDERY JOHN R

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)
08/14/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SR.V.P. BC & PRES. BMBPAM&ASIA

(Street)

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

BROOMFIELD, CO 80021-2510

(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	08/14/2009		M ⁽¹⁾		8,544	A	\$ 50.6139	121,993.395	D	
Common Stock	08/14/2009		S ⁽²⁾		8,544	D	\$ 50.6139	113,449.395	D	
Common Stock	08/14/2009		M ⁽¹⁾		28,000	A	\$ 50.588	141,449.395	D	
Common Stock	08/14/2009		S ⁽²⁾		28,000	D	\$ 50.588	113,449.395	D	
Common Stock	08/14/2009		I ⁽³⁾		584.46	D	\$ 50.58	0	I	401(k) Plan ⁽⁴⁾

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Common Stock 08/14/2009 S(2) 12,000 D \$ 50.5 101,449.395 D

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)	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) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Stock Option (Right to Buy)	\$ 28.155	08/14/2009		<u>M</u> (1)	8,544	<u>(5)</u> 04/22/2013	Common Stock	
Stock Option (Right to Buy)	\$ 23.745	08/14/2009		<u>M</u> (1)	28,000	<u>(5)</u> 04/23/2012	Common Stock	
Deferred Compensation Company Stock Plan	<u>(6)</u>	08/14/2009		<u>I</u> (7)	13,756.2878	<u>(8)</u> <u>(8)</u>	Common Stock	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FRIEDERY JOHN R BALL CORPORATION 10 LONGS PEAK DR. BROOMFIELD, CO 80021-2510			SR.V.P. BC & PRES. BMBPAM&ASIA	

Signatures

/s/ Charles E. Baker, attorney-in-fact for Mr. Friedery 08/17/2009

 **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).

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- (1) Exercise of stock options.
- (2) Regular sale.
- (3) Exempt discretionary transaction involving the transfer of Ball common stock in insider's 401(k) to other Vanguard Funds that are neither valued nor settled in Ball Corporation equity securities.
- (4) Total number of 401(k) Plan shares includes shares acquired through periodic dividend reinvestment, participant's contributions and employer matching contributions.
- (5) Shares exercisable beginning one year after grant in 25% increments and thereafter annually upon the anniversary of the date of grant of the stock option.
- (6) 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.
- (7) Exempt discretionary transaction involving the transfer of units from one Ball Corporation Deferred Compensation Company Stock Plan ("DCCSP") fund to another fund within the DCCSP that are neither valued nor settled in Ball Corporation equity securities.
- (8) 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.