

WESTERLUND DAVID A  
Form 4/A  
February 02, 2010

**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 \*  
WESTERLUND DAVID 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)

02/01/2010

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)

EXEC VP, ADMIN & CORP SEC

(Street)

BROOMFIELD, CO 80021-2510

4. If Amendment, Date Original Filed(Month/Day/Year)  
02/02/2010

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 (A) or (D) Price			
Common Stock	02/01/2010		J <sup>(1)</sup>	9,216 A \$ 50.91	146,509.7323	D	
Common Stock	02/01/2010		S <sup>(2)</sup>	1,750 D \$ 50.798 <sup>(5)</sup>	144,759.7323	D	
Common Stock	02/01/2010		M <sup>(3)</sup>	1,750 A \$ 10.6125	146,509.7323	D	
Common Stock	02/01/2010		F <sup>(4)</sup>	4,284 D \$ 50.91	142,225.7323	D	
Common Stock					2,643.588	I	401(k) Plan <sup>(6)</sup>

Common Stock 25,078 I By Spouse <sup>(7)</sup>

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 Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
					V	(A) (D)	Date Exercisable	Expiration Date		
Restricted Stock Units	<u>(1)</u>	02/01/2010		<u>J(1)</u>		13,500	<u>(1)</u>	<u>(1)</u>	Common Stock	13,500
Employee Stock Option (Right to Buy)	\$ 10.6125	02/01/2010		<u>M(3)</u>		1,750	<u>(8)</u>	03/06/2011	Common Stock	1,750

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WESTERLUND DAVID A BALL CORPORATION 10 LONGS PEAK DR. BROOMFIELD, CO 80021-2510			EXEC VP, ADMIN & CORP SEC	

**Signatures**

/s/ Charles E. Baker, attorney-in-fact for Mr. Westerlund 02/02/2010  
 \*\*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) Lapse of restrictions on Performance Contingent Restricted Stock Units as a result of attainment of the performance criteria.
- (2) Sale of stock in accordance with reporting person's pre-arranged 10b5-1 plan adopted by the reporting person on December 8, 2009.
- (3) Exercise of Stock Options.
- (4) Shares withheld for the payment of the tax obligation on the lapse of restrictions on Table II performance contingent restricted stock units.
- (5) Amendment of previously filed Form 4 correcting the sales price of the stock options. The stock value was shown as \$50.91 and should have been \$50.798.
- (6) Total number of 401(k) Plan shares includes shares acquired through periodic dividend reinvestment, participant's contributions and employer matching contributions.
- (7) The reporting person expressly disclaims beneficial ownership of the spouse's securities.
- (8) 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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