BAKER CHARLES E

Form 4/A

February 16, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

3235-0287 Number:

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Check this box

obligations may continue. See Instruction

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).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * **BAKER CHARLES E**

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

BALL CORP [BLL]

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year)

Director 10% Owner X_ Officer (give title Other (specify

6. Individual or Joint/Group Filing(Check

BALL CORPORATION, 10 LONGS 02/15/2011

(Street)

(First)

below) below) VP,GEN COUNSEL & ASST CORP SEC

(Check all applicable)

PEAK DR.

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year) 02/16/2011

X 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 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

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

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) (Instr. 4)

Ownership (Instr. 4)

(A)

Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

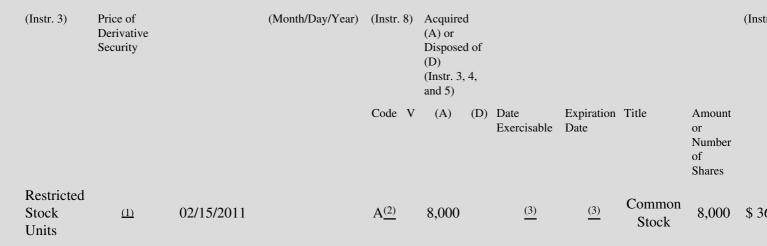
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 3. Transaction Date 3A. Deemed 4. 5. Number 6. Date Exercisable and 7. Title and Amount of 8. Pr Derivative Conversion (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date **Underlying Securities** Deri Code Security or Exercise any Securities (Month/Day/Year) (Instr. 3 and 4) Secu

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

BAKER CHARLES E BALL CORPORATION 10 LONGS PEAK DR. BROOMFIELD, CO 80021-2510

VP,GEN COUNSEL & ASST CORP SEC

Signatures

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

02/16/2011

**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) Each restricted stock unit represents a contingent right to receive one share of Ball Corporation Common Stock.
- (2) Restricted Stock Award granted under the Deposit Share Program.

The restricted stock units will cliff lapse after four years from the restricted stock unit grant date. The lapsing restrictions may be accelerated by meeting the reporting person's stock ownership guidelines. If the stock ownership guidelines are met, then 30% of the

restriction will lapse in the second year, 30% in the third year and 40% in the fourth year on either March 15, June 15, September 15 or December 15, the quarter immediately following the anniversary of the restricted stock unit grant date. Vested shares will be delivered to the reporting person in accordance with the aforementioned terms, or, if the shares are deferred, in accordance with the reporting person's deferral elections or the terms of the Plan.

Remarks:

Amending reporting person's Form 4 filed on February 16, 2011 to reflect correct footnotes. Due to an administrative error, the 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.

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