SEABROOK RAYMOND J

Form 4

January 27, 2012

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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OMB APPROVAL

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obligations

Check this box

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

may continue. See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

SEABROOK RAYMOND J

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

BALL CORP [BLL]

(Last)

(First)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year)

10% Owner Other (specify

BALL CORPORATION, 10 LONGS 01/25/2012

PEAK DR.

_X__ Officer (give title below)

(Check all applicable)

EXEC. V.P. & C.O.O. GLOBAL PKG

(Street)

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

Director

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

(City) (State) (Zip)

BROOMFIELD, CO 80021-2510

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 Ownership (T) (Instr. 4) (Instr. 4)

Reported (A) 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.

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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

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

any

4. 5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amoun Underlying Securit (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		d of					
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amor or Numl of Sh
Stock Option (iso) (Right to Buy)	n \$ 37.7	01/25/2012		A <u>(1)</u>		2,700		01/25/2013	01/25/2012	Common Stock	2,7
Stock Appreciation Rights (sars)		01/25/2012		A(2)		54,500		01/25/2013	01/25/2022	Common Stock	54,5
Restricted Stock Units	<u>(3)</u>	01/25/2012		A(4)		23,000		<u>(4)</u>	<u>(4)</u>	Common Stock	23,0

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SEABROOK RAYMOND J BALL CORPORATION 10 LONGS PEAK DR. BROOMFIELD, CO 80021-2510

EXEC. V.P. & C.O.O. GLOBAL PKG

Signatures

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

01/27/2012

**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) Incentive stock option (ISO) granted under the Ball Corporation Stock & Cash Incentive Plan. The option vests in four annual installments beginning one year after date of grant.
- (2) 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.
- (3) Each restricted stock unit represents a contingent right to receive one share of Ball Corporation Common Stock.
- (4) Receipt of performance contingent restricted stock unit grant under the Ball Corporation Stock and Cash Incentive Plan, which vests in three years upon the attainment of the performance criteria.

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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