

HAYES JOHN A  
Form 4  
February 22, 2012

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
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)

02/21/2012

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

PRESIDENT & C.E.O. BALL CORP.

(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 or Price		
Common Stock	02/21/2012		M <sup>(1)</sup>		474 A \$ 11.8725	205,550.9624	D
Common Stock	02/21/2012		S		474 D \$ 40.34	205,076.9624	D
Common Stock	02/21/2012		M <sup>(1)</sup>		628 A \$ 11.8725	205,704.9624	D
Common Stock	02/21/2012		S		628 D \$ 40.33	205,076.9624	D
Common Stock	02/21/2012		M <sup>(1)</sup>		237 A \$ 11.8725	205,313.9624	D

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Common Stock	02/21/2012	S	237	D	\$ 40.32	205,076.9624	D	
Common Stock	02/21/2012	M <sup>(1)</sup>	2,796	A	\$ 11.8725	207,872.9624	D	
Common Stock	02/21/2012	S	2,796	D	\$ 40.31	205,076.9624	D	
Common Stock	02/21/2012	M <sup>(1)</sup>	3,865	A	\$ 11.8725	208,941.9624	D	
Common Stock	02/21/2012	S	3,865	D	\$ 40.3	205,076.9624	D	
Common Stock						4,322.609	I	401(k) Plan <sup>(2)</sup>

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(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) (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)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 11.8725	02/21/2012		M <sup>(1)</sup>	474	<sup>(3)</sup>	04/23/2012	Common Stock	474
Employee Stock Option (Right to Buy)	\$ 11.8725	02/21/2012		M <sup>(1)</sup>	628	<sup>(3)</sup>	04/23/2012	Common Stock	628
Employee Stock	\$ 11.8725	02/21/2012		M <sup>(1)</sup>	237	<sup>(3)</sup>	04/23/2012	Common Stock	237

Option  
(Right to  
Buy)

Employee  
Stock

Option \$ 11.8725 02/21/2012  
(Right to  
Buy)

M<sup>(1)</sup> 2,796 <sup>(3)</sup> 04/23/2012 Common Stock 2,796

Employee  
Stock

Option \$ 11.8725 02/21/2012  
(Right to  
Buy)

M<sup>(1)</sup> 3,865 <sup>(3)</sup> 04/23/2012 Common Stock 3,865

## 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/ Janice L. Rodriguez, attorney-in-fact for Mr.  
Hayes

02/22/2012

\_\_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) Exercise of stock options.
- (2) Total number of 401(k) Plan shares acquired through periodic dividend reinvestment, participant's contributions and employer matching contributions.
- (3) Shares exercisable beginning one year after grant in 25% increments and thereafter annually upon the anniversary of the date of the 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. 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.