

OWENS ILLINOIS INC /DE/
Form 8-K
May 06, 2011

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 or 15(d) of
The Securities Exchange Act of 1934**

May 5, 2011

Date of Report (Date of earliest event reported)

OWENS-ILLINOIS, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation or organization)

1-9576

(Commission
File Number)

22-2781933

(I.R.S. Employer
Identification Number)

One Michael Owens Way

Perrysburg, Ohio

(Address of principal executive offices)

43551-2999

(Zip Code)

Edgar Filing: OWENS ILLINOIS INC /DE/ - Form 8-K

(567) 336-5000

(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

Check the appropriate box if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-

ITEM 5.07. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.

The Annual Meeting of the Company's share owners was held on May 5, 2011. The following proposals were submitted to a vote by the share owners:

Proposal 1 For the Election of Directors:

Each of the nominees for a three-year term on the Company's Board of Directors was elected by vote of the share owners as follows:

| Name | For | Aggregate Vote Withheld | Broker Non-Votes |
|-----------------------|-------------|----------------------------|------------------|
| Peter S. Hellman | 125,130,408 | 6,386,281 | 9,938,337 |
| Anastasia D. Kelly | 127,953,100 | 3,563,589 | 9,938,337 |
| John J. McMackin, Jr. | 122,870,389 | 8,646,300 | 9,938,337 |
| Hugh H. Roberts | 128,401,548 | 3,115,141 | 9,938,337 |

Proposal 2 Ratification of Selection of Independent Registered Public Accounting Firm:

The selection of Ernst & Young LLP as the Company's independent registered public accounting firm was ratified by vote of the share owners as follows:

| For | Aggregate Vote Against | Abstentions | Broker Non-Votes |
|-------------|---------------------------|-------------|------------------|
| 135,829,715 | 4,017,405 | 1,607,906 | 0 |

Proposal 3 Advisory Vote on Executive Compensation:

The compensation for the Company's named executive officers was approved by an advisory (non-binding) vote of the share owners as follows:

| For | Aggregate Vote Against | Abstentions | Broker Non-Votes |
|-------------|---------------------------|-------------|------------------|
| 123,893,900 | 6,833,066 | 789,723 | 9,938,337 |

Edgar Filing: OWENS ILLINOIS INC /DE/ - Form 8-K

Proposal 4 Advisory Vote on the Frequency of Holding an Advisory Vote on Executive Compensation:

The share owners voted, on an advisory (non-binding) basis, on the frequency of holding an advisory vote on executive compensation. The votes regarding this proposal were as follows:

| 3 Years | 2 Years | Aggregate Vote 1 Year | Abstentions | Broker Non-Votes |
|----------------|----------------|----------------------------------|--------------------|-------------------------|
| 29,925,456 | 409,673 | 99,338,841 | 1,842,719 | 9,938,337 |

In accordance with the voting results on Proposal 4, the Company's Board of Directors has determined that future advisory votes on executive compensation will be held on an annual basis.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

OWENS-ILLINOIS, INC.

Date: May 6, 2011

| | |
|--------|--|
| By: | /s/ Edward C. White |
| Name: | Edward C. White |
| Title: | Senior Vice President and Chief Financial Officer |