

HOOVER R DAVID

Form 4

December 16, 2010

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
HOOVER R DAVID

(Last) (First) (Middle)

BALL CORPORATION, 10 LONGS
PEAK DR.

(Street)

BROOMFIELD, CO 80021-2510

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
BALL CORP [BLL]

3. Date of Earliest Transaction
(Month/Day/Year)
12/15/2010

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
CHAIRMAN & C.E.O. BALL CORP.

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

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)
Common Stock	12/15/2010		J ⁽¹⁾	288.8684 A \$ 68.38	235,935.3465	D	
Common Stock	12/16/2010		M ⁽²⁾	17,500 A \$ 10.6125	253,435.3465	D	
Common Stock	12/16/2010		S ⁽³⁾	17,500 D \$ 68.4301	235,935.3465	D	
Common Stock					3,742.906	I	401(k) Plan ⁽⁴⁾
Common Stock					136,339	I	By Trust ⁽⁵⁾

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

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(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 Underlying (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Deferred Compensation Company Stock Plan	<u>(6)</u>	12/15/2010		J <u>(7)</u>		293.0407		<u>(8)</u>	<u>(8)</u>	Common Stock
Employee Stock Option (Right to Buy)	\$ 10.6125	12/16/2010		M <u>(2)</u>		17,500		<u>(9)</u>	03/06/2011	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
HOOVER R DAVID BALL CORPORATION 10 LONGS PEAK DR. BROOMFIELD, CO 80021-2510	X CHAIRMAN & C.E.O. BALL CORP.

Signatures

/s/ Charles E. Baker, attorney-in-fact for Mr.
Hoover 12/16/2010

 **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) Dividend reinvestment in Ball Corporation 2000 Deferred Compensation Company Stock Plan.

(2) Exercise of stock options in accordance with reporting person's pre-arranged 10b5-1 plan adopted by the reporting person on February 25, 2010.

(3) Sale of stock in accordance with reporting person's pre-arranged 10b5-1 plan adopted by the reporting person on February 25, 2010.

(4)

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Total number of 401(k) Plan shares includes shares acquired through periodic dividend reinvestment, participant's contributions and employer matching contributions.

- (5) The reporting person expressly disclaims beneficial ownership of the securities in the Suzanne A. Hoover Trust.
- (6) Each unit may be settled for a single share of stock or the equivalent amount of cash pursuant to the Ball Corporation Deferred Compensation Company Stock Plan.
- (7) Dividend reinvestment in Ball Corporation's Deferred Compensation Company Stock Plan.
- (8) Stock units in Ball Corporation's Deferred Compensation Company Stock Plan are distributed upon the separation of service in accordance with the Plan.
- (9) 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.

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