

Pauley Lisa Ann
Form 4
February 01, 2013

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 *
Pauley Lisa Ann

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)

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

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

10 LONGS PEAK DRIVE

01/30/2013

SR VP, HR & Administration

(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)
				(A) or (D) Code V Amount Price			
Common Stock	01/31/2013		J ⁽¹⁾	5,200 A \$ 44.52	38,201.5337	D	
Common Stock	01/31/2013		F ⁽²⁾	1,751 D \$ 44.52	36,450.5337	D	
Common Stock	01/31/2013		J ⁽¹⁾	9,300 A \$ 44.52	143,426.473	I	By Spouse ⁽³⁾
Common Stock	01/31/2013		F ⁽²⁾	3,054 D \$ 44.52	140,372.473	I	By Spouse ⁽³⁾
Common Stock					2,204.44	I	401(k) Plan ⁽⁴⁾

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

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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 Underlying Security (Instr. 3 and 4)
					(A)	(D)	Date Exercisable	Expiration Date	
Stock Appreciation Rights (sars)	\$ 45.93	01/30/2013		A	20,500		01/30/2014	01/30/2023	Common Stock
Stock Appreciation Rights (sars)	\$ 45.93	01/30/2013		A	6,300		01/30/2014	01/30/2023	Common Stock
Restricted Stock Units	<u>(5)</u>	01/30/2013		<u>A(6)</u>	4,700		<u>(6)</u>	<u>(6)</u>	Common Stock
Restricted Stock Units	<u>(5)</u>	01/30/2013		<u>A(6)</u>	1,450		<u>(6)</u>	<u>(6)</u>	Common Stock
Restricted Stock Units	<u>(5)</u>	01/31/2013		<u>J(7)</u>		5,200	<u>(7)</u>	<u>(7)</u>	Common Stock
Restricted Stock Units	<u>(5)</u>	01/31/2013		<u>J(7)</u>		9,300	<u>(7)</u>	<u>(7)</u>	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Pauley Lisa Ann 10 LONGS PEAK DRIVE BROOMFIELD, CO 80021-2510			SR VP, HR & Administration	

Signatures

/s/ Charles E. Baker, attorney-in-fact for Ms.
Pauley

02/01/2013

__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) Common stock acquired upon the lapse of Table II Restricted Stock Units.
- (2) Shares withheld for the payment of the tax obligation on the lapse of restrictions on Table II restricted stock units.
- (3) The reporting person expressly disclaims beneficial ownership of the securities owned by Spouse.
- (4) Total number of 401(k) Plan shares acquired through periodic dividend reinvestment, participant's contributions and employer matching contributions.
- (5) Each restricted stock unit represents a contingent right to receive one share of Ball Corporation Common Stock.
- (6) 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.
- (7) Lapse of restricted stock units.

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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