

BALL CORP
Form 4
May 19, 2014

FORM 4

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

OMB APPROVAL

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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

(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)
05/16/2014

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, PRESIDENT & C.E.O..

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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 05/16/2014 | | M ⁽¹⁾ | | 52,536 | A | \$ 24.66 |
| Common Stock | 05/16/2014 | | F ⁽²⁾ | | 36,037 | D | \$ 59.84 |
| Common Stock | 05/16/2014 | | M ⁽³⁾ | | 7,464 | A | \$ 24.66 |
| Common Stock | 05/16/2014 | | F | | 3,076 | D | \$ 59.84 |
| Common Stock | | | | | 4,414.088 | I | |

401(k) Plan
(4)

| | | | | |
|-----------------|--|--------|---|--------------------------------------------|
| Common Stock | | 58,200 | I | JAH Irrevocable Trust ⁽⁵⁾ |
|-----------------|--|--------|---|--------------------------------------------|

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 Security (Instr. 3 and 4) | Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|----------------------------|
| Stock Appreciation Rights (sars) | \$ 24.66 | 05/16/2014 | | M ⁽¹⁾ | 52,536 | 04/25/2008 04/25/2017 | Common Stock | 52,536 |
| Stock Option (iso) (Right to Buy) | \$ 24.66 | 05/16/2014 | | M ⁽³⁾ | 7,464 | ⁽⁶⁾ 04/25/2017 | Common Stock | 7,464 |

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 | | CHAIRMAN, PRESIDENT & C.E.O.. | |

Signatures

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

05/19/2014

 **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 Appreciation Rights (SARS).
- (2) Shares withheld for the payment of the tax obligation on the exercise of Stock Appreciation Rights (SARS).
- (3) Exercise of stock options (ISO).
- (4) Total number of 401(k) Plan shares acquired through periodic dividend reinvestment, participant's contributions and employer matching contributions.
- (5) The reporting person expressly disclaims beneficial ownership of these securities.
- (6) 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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