

BALL CORP  
Form 4  
February 06, 2015

**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 \*  
Pauley Lisa Ann

(Last) (First) (Middle)

10 LONGS PEAK DRIVE

(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)  
02/04/2015

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)  
SR VP, HR & Administration

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/04/2015		J <sup>(1)</sup>		6,700	A	\$ 66.15
							144,399.2116
							I
							By Spouse <sup>(2)</sup>
Common Stock	02/04/2015		F <sup>(3)</sup>		2,254	D	\$ 66.15
							142,145.2116
							I
							By Spouse <sup>(2)</sup>
Common Stock							2,664.66
							I
							401(k) Plan <sup>(4)</sup>
Common Stock							36,520.6865
							D

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**

SEC 1474 (9-02)

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**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 Underlying (Instr. 3)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Restricted Stock Units	(5)	02/04/2015		J(6)	5,500	(6) (6)	Common Stock
Restricted Stock Units	(5)	02/04/2015		J(7)	6,700	(7) (7)	Common Stock
Deferred Compensation Company Stock Plan	(8)	02/04/2015		J(6)	5,802.3432	(9) (9)	Common Stock
Restricted Stock Units	(5)	02/04/2015		A(10)	17,465	(10) (10)	Common Stock
Stock Appreciation Rights (sars)	\$ 66.15	02/04/2015		A(11)	3,749	02/04/2016 02/04/2025	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/ Robert W. McClelland, attorney-in-fact for Ms. Pauley  
 \*\*Signature of Reporting Person  
 Date 02/06/2015

## 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.

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- (2) The reporting person expressly disclaims beneficial ownership of the securities owned by Spouse.
- (3) Shares withheld for the payment of the tax obligation on the lapse of restrictions on Table II restricted stock units.
- (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) Lapsed restricted stock units deferred into Ball Corporation's Deferred Compensation Company Stock Plan as stock units and may include company match.
- (7) Lapse of restricted stock units.
- (8) 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.
- (9) Stock units in Ball Corporation's Deferred Compensation Company Stock Plan are distributed upon the separation of service in accordance with the Plan.
- (10) Restricted Stock Units awarded under the Ball Corporation Stock and Cash Incentive Plan.
- (11) SARs (Stock Appreciation Rights) granted under the Ball Corporation Stock and Cash Incentive Plan. The stock appreciation rights vest in four annual installments beginning one year after date of grant.

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.