HAYES JOHN A Form 4

November 20, 2008

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

if no longer subject to Section 16. Form 4 or

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * HAYES JOHN A

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Symbol

BALL CORP [BLL]

(Check all applicable)

(Last)

(First) (Middle) 3. Date of Earliest Transaction

(Month/Day/Year)

Director 10% Owner _X__ Officer (give title _ __ Other (specify

BALL CORPORATION, 10 LONGS 11/19/2008 PEAK DR.

(Street)

below) EXEC. V.P. & C.O.O. BALL CORP.

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

BROOMFIELD, CO 80021-2510

(Ctata)

(City)	(State) (Table	e I - Non-D	erivative S	Securi	ties Acq	uired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any	3. Transactio	4. Securit on(A) or Dis (Instr. 3,	sposed	of (D)	5. Amount of Securities Beneficially	6. Ownership Form: Direct	7. Nature of Indirect Beneficial
		(Month/Day/Year)	(Instr. 8) Code V	Amount	(A) or (D)	Price	Owned Following Reported Transaction(s) (Instr. 3 and 4)	(D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)
Common Stock	11/19/2008		<u>J(1)</u>	20,000	D	\$ 30.6	72,038.6549 (2)	D	
Common Stock							1,677.076 (2)	I	401(k) Plan (3)

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

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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)	4. Transactio Code (Instr. 8)	5. Number of orDerivative 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 Securities (Instr. 3 and 4)	
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Prepaid Variable Forward Contract	(1)	11/19/2008	J <u>(1)</u>	20,000	11/18/2008	11/18/2008	Common Stock	20,000

Reporting Owners

Reporting Owner Name / Address	Relationships							
reporting of the Filmer Filmers	Director	10% Owner	Officer	Other				
HAYES JOHN A			EVEC V.D					
BALL CORPORATION			EXEC. V.P.					
10 LONGS PEAK DR.			& C.O.O.					
BROOMFIELD, CO 80021-2510			BALL CORP.					

Signatures

/s/ Charles E. Baker, attorney-in-fact for Mr.
Hayes

11/20/2008

**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).
 - On 11-19-04, John A. Hayes entered into a prepaid variable forward contract (Contract) with a broker/dealer (Buyer) for disposition by Mr. Hayes of up to 20,000 shares of Ball Corporation Common Stock (Ball Shares). On 11-19-08, the Settlement Date, the Contract
- (1) obligated Mr. Hayes to deliver to the Buyer a number of Ball Shares equal to \$859,400 or a maximum of 20,000 Ball Shares (Contract Shares). This transaction was disclosed on a Form 4 filing with the SEC on 11-23-04 and was settled in accordance with its terms through delivery by Mr. Hayes of 20,000 Ball Shares to the Buyer.
- (2) Due to a migration to a new SEC filing platform, after September 15, 2008, the Form 4 filings made by Ball Corporation's reporting persons will show up to four decimal places with respect to the acquisition and ownership of securities by the reporting person.
- (3) Total number of 401(k) Plan shares includes shares acquired through periodic dividend reinvestment, participant's contributions and employer matching contributions.

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.

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