

OWENS ILLINOIS INC /DE/
Form 4
February 11, 2005

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

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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 *
YOUNG THOMAS L

(Last) (First) (Middle)

ONE SEAGATE

(Street)

TOLEDO, OH 43666

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
OWENS ILLINOIS INC /DE/ [OI]

3. Date of Earliest Transaction
(Month/Day/Year)
02/10/2005

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)
Exec. VP & CFO

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	02/10/2005		M		15,000 A \$ 16.5	130,000	D
Common Stock	02/10/2005		M		37,500 A \$ 13.5	167,500	D
Common Stock	02/10/2005		S		300 D \$ 24.02	167,200	D
Common Stock	02/10/2005		S		800 D \$ 24.04	166,400	D
Common Stock	02/10/2005		S		74,000 D \$ 24.05	92,400	D

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Common Stock	02/10/2005	S	1,600	D	\$ 24.06	90,800	D	
Common Stock	02/10/2005	S	1,500	D	\$ 24.07	89,300	D	
Common Stock	02/10/2005	S	1,900	D	\$ 24.08	87,400	D	
Common Stock	02/10/2005	S	2,900	D	\$ 24.09	84,500	D	
Common Stock	02/10/2005	S	700	D	\$ 24.12	83,800	D	
Common Stock	02/10/2005	S	300	D	\$ 24.13	83,500	D	
Common Stock	02/10/2005	S	900	D	\$ 24.14	82,600	D	
Common Stock	02/10/2005	S	1,000	D	\$ 24.15	81,600	D	
Common Stock	02/10/2005	S	1,000	D	\$ 24.16	80,600	D	
Common Stock	02/10/2005	S	4,141	D	\$ 24.17	76,459	D	
Common Stock	02/10/2005	M	38,541	A	\$ 16.65	115,000	D	
Common Stock						219,2141	I	401K Plan

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 Amount of Underlying Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Am or Num of S

Non-Qualified Stock Option (right to buy)	\$ 13.5	02/10/2005	M	37,500	<u>(1)</u>	05/02/2010	Common Stock	37
Non-Qualified Stock Option (right to buy)	\$ 16.5	02/10/2005	M	15,000	<u>(2)</u>	06/26/2006	Common Stock	15
Non-Qualified Stock Option (right to buy)	\$ 16.65	02/10/2005	M	38,541	05/02/2002	01/03/2011	Common Stock	38

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
YOUNG THOMAS L ONE SEAGATE TOLEDO, OH 43666	X		Exec. VP & CFO	

Signatures

By: James W. Baehren For: Thomas L.
Young

02/11/2005

 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) Grant of option to purchase shares of common stock under the 1997 Equity Participation Plan of Owens-Illinois, Inc. The option becomes exercisable in 50% increments on the fifth and sixth anniversaries of the date of the grant, respectively, subject to earlier exercise after the first anniversary of the grant based on stock price targets being met.

(2) Grant of option to purchase shares of common stock under the Amended and Restated Stock Option Plan for Key Employees of Owens-Illinois, Inc. The option becomes exercisable in 50% increments on the fifth and sixth anniversaries of the date of the grant, respectively, subject to earlier exercise after the first anniversary of the grant based on stock price targets being met.

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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