

MCDANIEL MICHAEL D
 Form 4
 August 02, 2005

FORM 4

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

OMB APPROVAL

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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 *
 MCDANIEL MICHAEL D

(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)
 07/28/2005

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)

VP, Pres Closure & Specialty

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 or Price | | |
| Common Stock | 07/28/2005 | | M | | \$ 5.6875 | 100,936 | D |
| Common Stock | 07/28/2005 | | S | | \$ 25.76 | 96,736 | D |
| Common Stock | 07/28/2005 | | S | | \$ 25.77 | 95,236 | D |
| Common Stock | 07/28/2005 | | S | | \$ 25.78 | 86,836 | D |
| Common Stock | 07/28/2005 | | S | | \$ 25.79 | 82,636 | D |

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| | | | | | | | |
|--------------|------------|---|--------|---|----------|--------|---|
| Common Stock | 07/28/2005 | S | 3,200 | D | \$ 25.8 | 79,436 | D |
| Common Stock | 07/28/2005 | S | 4,000 | D | \$ 25.81 | 75,436 | D |
| Common Stock | 07/28/2005 | S | 2,600 | D | \$ 25.82 | 72,836 | D |
| Common Stock | 07/28/2005 | S | 1,200 | D | \$ 25.83 | 71,636 | D |
| Common Stock | 07/28/2005 | S | 2,300 | D | \$ 25.84 | 69,336 | D |
| Common Stock | 07/28/2005 | S | 3,100 | D | \$ 25.85 | 66,236 | D |
| Common Stock | 07/28/2005 | S | 300 | D | \$ 25.86 | 65,936 | D |
| Common Stock | 07/28/2005 | S | 22,700 | D | \$ 25.75 | 43,236 | D |
| Common Stock | 07/28/2005 | S | 1,000 | D | \$ 25.77 | 42,236 | D |
| Common Stock | 07/28/2005 | S | 600 | D | \$ 25.76 | 41,636 | D |
| Common Stock | 07/28/2005 | S | 136 | D | \$ 25.76 | 41,500 | 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 required to respond unless the form displays a currently valid OMB control number.

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(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 |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|----------------------------|
| Non-Qualified Stock Option | \$ 5.6875 | 07/28/2005 | | M | 35,000 | ⁽¹⁾ 01/03/2011 | Common Stock | 35,000 |

(right to buy)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-------------------------------------------------------|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MCDANIEL MICHAEL D ONE SEAGATE TOLEDO, OH 43666 | | | VP, Pres Closure & Specialty | |

Signatures

By: James W. Baehren For: Michael D. McDaniel 08/01/2005

__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).
- Grant of option to purchase shares of common stock under the 1997 Equity Participation Plan of Owens-Illinois, Inc. The option becomes (1) 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. 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.