

Pauley Lisa Ann  
Form 4  
June 02, 2010

**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

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

2. Issuer Name and Ticker or Trading Symbol  
BALL CORP [BLL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
10 LONGS PEAK DRIVE

3. Date of Earliest Transaction (Month/Day/Year)  
06/01/2010

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
VP, Administration & Compliance

(Street)  
BROOMFIELD, CO 80021-2510

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)  
 Form filed by One Reporting Person  
\_\_\_ Form filed by More than One Reporting Person

(City) (State) (Zip)

**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 Reported (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Transaction(s) Price   |  |                                   |

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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|-------------------------|--|---|
|                                 |                           |                                      |                                   |                     |                         |  |   |

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| (Instr. 3)                               | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares |
|--|------------------------------|------------------|------------|---|------|---|-----|-----|------------------|-----------------|--------------|----------------------------|
|  |                              |                  |            |   |      |   |     |     |                  |                 |              |                            |
| Restricted Stock Units                   | (1)                          | 06/01/2010       | J(2)       |   |      |   |     | 375 | (2)              | (2)             | Common Stock | 375                        |
| Deferred Compensation Company Stock Plan | (4)                          | 06/01/2010       | J(5)       |   |      |   |     | 375 | (6)              | (6)             | Common Stock | 375                        |
| Restricted Stock Units                   | (1)                          | 06/01/2010       | J(2)       |   |      |   |     | 750 | (2)              | (2)             | Common Stock | 750                        |
| Deferred Compensation Company Stock Plan | (4)                          | 06/01/2010       | J(5)       |   |      |   |     | 750 | (6)              | (6)             | Common Stock | 750                        |

## Reporting Owners

| Reporting Owner Name / Address                                      | Relationships |           |                                 |       |
|---|---------------|-----------|---------------------------------|-------|
|   | Director      | 10% Owner | Officer                         | Other |
| Pauley Lisa Ann<br>10 LONGS PEAK DRIVE<br>BROOMFIELD, CO 80021-2510 |               |           | VP, Administration & Compliance |       |

## Signatures

/s/ Charles E. Baker, attorney-in-fact for Ms. Pauley  
 \*\*Signature of Reporting Person  
 06/02/2010  
 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) Restricted Stock Units awarded under the Stock and Cash Incentive Plan. Each restricted stock unit represents a contingent right to receive one share of Ball Corporation Common Stock.
- (2) Lapse of restricted stock units.
- (3) The reporting person expressly disclaims beneficial ownership of the securities owned by Spouse.
- (4)

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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.

- (5) Lapsed Table II restricted stock units deferred into Ball Corporation's Deferred Compensation Company Stock Plan.
- (6) Stock units in Ball Corporation's Deferred Compensation Company Stock Plan are distributed upon the separation of service in accordance with the Plan.

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.