

BALL CORP

Form 4

February 06, 2015

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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(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
____X____ Officer (give title _____ Other (specify
below) below)

SR VP, HR & Administration

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Beneficial Ownership (Instr. 4)
Common Stock	02/04/2015		J ⁽¹⁾	6,700 A	\$ 66.15 144,399.2116	I	By Spouse ⁽²⁾
Common Stock	02/04/2015		F ⁽³⁾	2,254 D	\$ 66.15 142,145.2116	I	By Spouse ⁽²⁾
Common Stock					2,664.66	I	401(k) Plan ⁽⁴⁾
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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displays a currently valid OMB control
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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	<u>(5)</u>	02/04/2015		J <u>(6)</u>			5,500	<u>(6)</u>	<u>(6)</u>	Common Stock
Restricted Stock Units	<u>(5)</u>	02/04/2015		J <u>(7)</u>			6,700	<u>(7)</u>	<u>(7)</u>	Common Stock
Deferred Compensation Company Stock Plan	<u>(8)</u>	02/04/2015		J <u>(6)</u>		5,802.3432		<u>(9)</u>	<u>(9)</u>	Common Stock
Restricted Stock Units	<u>(5)</u>	02/04/2015		A <u>(10)</u>		17,465		<u>(10)</u>	<u>(10)</u>	Common Stock
Stock Appreciation Rights (sars)	\$ 66.15	02/04/2015		A <u>(11)</u>		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
02/06/2015

____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) 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.

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