

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

**AMENDED
FORM 8-A**

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934

BALL CORPORATION

(Exact name of registrant as specified in its charter)

Indiana

35-0160610

(State of incorporation or organization)

(IRS Employer
Identification No.)

10 Longs Peak Drive, Broomfield, Colorado

80021-2510

(Address of principal executive offices)

Zip Code

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class to be so registered

Name of each exchange on
which each class is to be registered

Common Stock with Purchase Rights

New York Stock Exchange
Chicago Stock Exchange
Pacific Stock Exchange

Securities to be registered pursuant to Section 12(g) of the Act:

None

(Title of Class)

Amended Form 8-A

Item 1. Description of the Amendment to Form 8-A

On December 14, 2001, the Company and the First Chicago Trust Company, as Rights Agent, amended the Rights Agreement to appoint EquiServe Trust Company, NA, a federally chartered trust company, doing business at 525 Washington Boulevard, Jersey City, New Jersey 07310 as the successor Rights Agent.

On January 23, 2002, Ball announced that its Board of Directors declared a two-for-one split of the Company's common stock. As a result of the stock split the rights attaching to the shares automatically split so that one half of a right attaches to each Ball Corporation Common Stock share outstanding upon the effective date of the stock split, which is February 22, 2002, for shareholders of record on February 1, 2002.

Item 2. Exhibits

The following documents are filed as exhibits to this registration statement.

- 4.1 Amendment to the Rights Agreement dated as of December 14, 2001, between Ball Corporation and The First Chicago Trust Company.

EXHIBIT INDEX

EXHIBIT
4.1

Amendment to the Rights Agreement dated as of December 14, 2001, between Ball Corporation and The First Chicago Trust Company.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

BALL CORPORATION
(Registrant)

Date: January 25, 2002

/s/ R. David Hoover

Name: R. David Hoover
Title: President and
Chief Executive Officer

Exhibit 4.1

AMENDMENT TO RIGHTS AGREEMENT

1. **General Background.** In accordance with the Rights Agreement between First Chicago Trust Company (the "Rights Agent") and Ball Corporation (the "Client") the Rights Agent and Ball Corporation desire to amend the Agreement to appoint EquiServe Trust Company, N.A. as successor Rights Agent.
2. **Effectiveness.** This Amendment shall be effective as of December 14, 2001 (the "Amendment") and all defined terms and definitions in the Agreement shall be the same in the Amendment except as specifically revised by the Amendment.
3. **Revision.** The section in the Agreement entitled "Change of Rights Agent" is hereby deleted in its entirety and replaced with the following:

Change of Rights Agent. The Rights Agent or any successor Rights Agent may resign and be discharged from its duties under this Agreement upon 30 days' notice in writing mailed to the Company and to each transfer agent of the Common Stock and Preferred Stock by registered or certified mail and to the holders of the Rights Certificates by first-class mail. The Company may remove the Rights Agent or any successor Rights Agent upon 30 days' notice in writing mailed to the Rights Agent or successor Rights Agent, as the case may be, and to each transfer agent of the Common Stock or Preferred Stock by registered or certified mail, and to the holders of the Rights Certificates by first-class mail. If the Rights Agent shall resign or be removed or shall otherwise become incapable of acting, the Company shall appoint a successor to the Rights Agent. If the Company shall fail to make such appointment within a period of 30 days after giving notice of such removal or after it has been notified in writing of such resignation or incapacity by the resigning or incapacitated Rights Agent or by the holder of a Rights Certificate (who shall, with such notice, submit such holder's Rights Certificate for inspection by the Company), then the registered holder of any Rights Certificate may apply to any court of competent jurisdiction for the appointment of a new Rights Agent. Any successor Rights Agent, whether appointed by the Company or by such a court, shall be a corporation or trust company organized and doing business under the laws of the United States, or of the State of New York. Such Rights Agent shall have an office located in New York City in good standing, which is authorized under such laws to exercise corporate trust or stock transfer powers and is subject to supervision or examination by federal or state authority and which has individually or combined with an affiliate at the time of its appointment as Rights Agent a combined capital and surplus of at least \$100 million dollars. After appointment, the successor Rights Agent shall be vested with the same powers, rights, duties and responsibilities as if it had been originally named as Rights Agent without further act or deed; but the predecessor Rights Agent shall deliver and transfer to the successor Rights Agent any property at the time held by it hereunder, and execute and deliver any further assurance, conveyance, act or deed necessary for the purpose. Not later than the effective date of any such appointment the Company shall file notice thereof in writing with the predecessor Rights Agent and each transfer agent of the Common Stock or Preferred Stock, and mail a notice thereof in writing to the registered holders of the Rights Certificates. Failure to give any notice provided for in this Section 21, however, or any defect therein, shall not affect the legality or validity of the resignation or removal of the Rights Agent or the appointment of the successor Rights Agent, as the case may be.

4. Except as amended hereby, the Agreement and all schedules or exhibits thereto shall remain in full force and effect.

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be executed in their names and on their behalf by and through their duly authorized officers, as of this 14th day of December, 2001.

Ball Corporation

First Chicago Trust Company of New York

/s/ Elizabeth A. Overmyer

By: Elizabeth A. Overmyer

Title: Corporate Secretary

/s/ Peter Sablich

By: Peter Sablich

Title: Managing Director