

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

|                                                                                |  |  |                                                                                |  |                                                                                                                                                                                                                                      |  |
|--------------------------------------------------------------------------------|--|--|--------------------------------------------------------------------------------|--|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
| 1. Name and Address of Reporting Person*<br><u>WESTERLUND DAVID A</u>          |  |  | 2. Issuer Name and Ticker or Trading Symbol<br><u>BALL CORP</u> [ <u>BLL</u> ] |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>SR VP, ADMIN &amp; CORP SECRETARY</u> |  |
| (Last) (First) (Middle)<br><u>BALL CORPORATION</u><br><u>10 LONGS PEAK DR.</u> |  |  | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>11/24/2004</u>          |  |                                                                                                                                                                                                                                      |  |
| (Street)<br><u>BROOMFIELD CO 80021-2510</u>                                    |  |  | 4. If Amendment, Date of Original Filed (Month/Day/Year)                       |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>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 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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|---|-------------------------------------------------------------------|------------|----------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                 |                                      |                                                    | Code                           | V | Amount                                                            | (A) or (D) | Price    |                                                                                               |                                                          |                                                       |
| Common Stock                    | 11/24/2004                           |                                                    | M                              |   | 3,496                                                             | A          | \$8.9844 | 191,560                                                                                       | D                                                        |                                                       |
| Common Stock                    | 11/24/2004                           |                                                    | S                              |   | 3,496                                                             | D          | \$43.22  | 188,064                                                                                       | D                                                        |                                                       |
| Common Stock                    | 11/24/2004                           |                                                    | M                              |   | 10,000                                                            | A          | \$8.75   | 198,064                                                                                       | D                                                        |                                                       |
| Common Stock                    | 11/24/2004                           |                                                    | S                              |   | 10,000                                                            | D          | \$43.188 | 188,064                                                                                       | D                                                        |                                                       |
| Common Stock                    |                                      |                                                    |                                |   |                                                                   |            |          | 3,368                                                                                         | I                                                        | 401(k) plan                                           |
| Common Stock                    |                                      |                                                    |                                |   |                                                                   |            |          | 50,000                                                                                        | I                                                        | by Spouse <sup>(1)</sup>                              |

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 Securities Underlying Derivative Security (Instr. 3 and 4) |                            | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|---|----------------------------------------------------------------------------------------|--------|----------------------------------------------------------|-----------------|-----------------------------------------------------------------------------------|----------------------------|--------------------------------------------|----------------------------------------------------------------------------------------------------|-----------------------------------------------------------|--------------------------------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V | (A)                                                                                    | (D)    | Date Exercisable                                         | Expiration Date | Title                                                                             | Amount or Number of Shares |                                            |                                                                                                    |                                                           |                                                        |
| Employee Stock Option (right to buy)       | \$8.75                                                 | 11/24/2004                           |                                                    | M                              |   |                                                                                        | 10,000 | (2)                                                      | 09/23/2008      | Common Stock                                                                      | 10,000                     | \$43.188                                   | 90,000                                                                                             | D                                                         |                                                        |
| Employee Stock Option (right to buy)       | \$8.9844                                               | 11/24/2004                           |                                                    | M                              |   |                                                                                        | 3,496  | (2)                                                      | 04/21/2008      | Common Stock                                                                      | 3,496                      | \$43.22                                    | 0                                                                                                  | D                                                         |                                                        |

Explanation of Responses:

1. The reporting person expressly disclaims beneficial ownership of these securities.  
2. Shares exercisable beginning one year after grant in 25% increments.

Remarks:

Total number of Common Shares directly owned includes shares acquired through the Ball Corporation Dividend Reinvestment Plan. Total number of Common Shares directly owned includes shares acquired through participation in the Ball Corporation Employee Stock Purchase Plan. Total number of 401(k) Plan shares includes shares acquired through periodic dividend reinvestment and employer matching contributions.

By: Charles E. Baker,  
GenCounsel&AsstCorpSec For: 11/29/2004  
David A. Westerlund

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.