

**BALL CORPORATION**  
**Pension Plan for Certain Aerospace Salaried Employees**

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, DC 20549

**Annual Report Pursuant to Section 15(d) of the**  
**Securities Exchange Act of 1934**

**FORM 11-K**

þ ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
For the fiscal year ended December 31, 2013

OR

ˆ TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

**Commission file number** 001-07349

A. Full title of the Plan and the address of the Plan, if different from that of the issuer named below:

**BALL CORPORATION**  
**401(K) AND EMPLOYEE STOCK OWNERSHIP PLAN**

B. Name of issuer of the securities held pursuant to the Plan and the address of its principal executive office:

**BALL CORPORATION**  
**10 LONGS PEAK DRIVE**  
**BROOMFIELD, COLORADO 80021-2510**

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**BALL CORPORATION**  
**401(k) and Employee Stock Ownership Plan**

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**BALL CORPORATION**  
**401(k) and Employee Stock Ownership Plan**

**Report of Independent Registered Public Accounting Firm**

To the Plan Administrator  
Ball Corporation 401(k) and Employee Stock Ownership Plan  
Broomfield, Colorado

We have audited the accompanying statements of net assets available for benefits of the Ball Corporation 401(k) and Employee Stock Ownership Plan (the Plan) as of December 31, and , and the related statements of changes in net assets available for benefits for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Plan is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Ball Corporation 401(k) and Employee Stock Ownership Plan as of December 31, and , and the changes in net assets available for benefits for the years then ended in conformity with accounting principles generally accepted in the United States of America.

Our audits were made for the purpose of forming an opinion on the basic financial statements taken as a whole. The accompanying supplemental schedule is presented for purposes of additional analysis and is not a required part of the basic financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, is presented fairly, in all material respects, in relation to the basic financial statements taken as a whole.

/s/ CliftonLarsonAllen LLP  
CliftonLarsonAllen LLP  
Broomfield, Colorado  
June 26, 2014

**BALL CORPORATION**  
**401(k) and Employee Stock Ownership Plan**

**Statements of Net Assets Available for Benefits**

|  | December 31,            |                         |
|--|-------------------------|-------------------------|
|  | 2013                    | 2012                    |
| Assets:  |                         |                         |
| Investments at fair value (See notes 3, 4 and 5)   |                         |                         |
| Mutual funds   | \$ 1,203,093,154        | \$ 989,604,553          |
| Ball Corporation common stock  | 453,832,118             | 433,838,541             |
| Investment contracts   | 149,471,567             | 162,513,293             |
| Total investments  | <u>1,806,396,839</u>    | <u>1,585,956,387</u>    |
| Receivables:   |                         |                         |
| Participant contributions  | —                       | 604,042                 |
| Employer contributions   | 667,063                 | 10,106,339              |
| Notes receivable from participants   | 26,661,965              | 27,475,687              |
| Total receivables  | <u>27,329,028</u>       | <u>38,186,068</u>       |
| Net assets available for benefits, at fair value   | 1,833,725,867           | 1,624,142,455           |
| Adjustment from fair value to contract value for fully benefit-responsive investment contracts | <u>(3,597,368)</u>      | <u>(7,891,732)</u>      |
| Net assets available for benefits  | <u>\$ 1,830,128,499</u> | <u>\$ 1,616,250,723</u> |

See accompanying notes to the financial statements.

**BALL CORPORATION**  
**401(k) and Employee Stock Ownership Plan**

**Statements of Changes in Net Assets Available for Benefits**

|  | For the years ended December 31, |                         |
|--|----------------------------------|-------------------------|
|  | 2013                             | 2012                    |
| Additions:   |                                  |                         |
| Additions to net assets attributed to:                     |                                  |                         |
| Investment income:   |                                  |                         |
| Dividends and interest                                     | \$ 43,103,287                    | \$ 31,054,133           |
| Net appreciation in fair value of investments (See Note 4) | 239,380,225                      | 177,387,429             |
| Total investment income                                    | <u>282,483,512</u>               | <u>208,441,562</u>      |
| Interest Income on notes receivable from participants      | <u>1,140,442</u>                 | <u>1,129,251</u>        |
| Contributions:   |                                  |                         |
| Participant  | 56,656,915                       | 55,821,143              |
| Employer, net of forfeitures                               | 23,558,630                       | 32,653,081              |
| Rollovers, transfers in and other additions                | 3,207,009                        | 5,930,370               |
| Total contributions  | <u>83,422,554</u>                | <u>94,404,594</u>       |
| Total additions  | 367,046,508                      | 303,975,407             |
| Deductions:  |                                  |                         |
| Deductions to net assets attributed to:                    |                                  |                         |
| Distributions to participants                              | 152,952,532                      | 102,215,550             |
| Administrative expenses and other (See note 8)             | 216,200                          | 204,624                 |
| Total deductions   | <u>153,168,732</u>               | <u>102,420,174</u>      |
| Net Increase in net assets                                 | 213,877,776                      | 201,555,233             |
| Net assets available for benefits:                         |                                  |                         |
| Beginning of year  | 1,616,250,723                    | 1,414,695,490           |
| End of year  | <u>\$ 1,830,128,499</u>          | <u>\$ 1,616,250,723</u> |

See accompanying notes to the financial statements.

**BALL CORPORATION**  
**401(k) and Employee Stock Ownership Plan**

**Notes to Financial Statements**

**Note 1—Description of the Plan**

The Ball Corporation 401(k) and Employee Stock Ownership Plan (the “Plan”) is a defined contribution plan established on September 1, 1983. The Plan was amended and restated on July 1, 1989, under the rules of Internal Revenue Code of 1986, as amended (“IRC”), Section 401(k), to add an employee stock ownership (the “ESOP”) feature which was qualified under IRC Sections 401(a) and 4975(e)(7). There is no active ESOP feature currently in the Plan. Participants should refer to the Summary Plan Description for more complete information. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (“ERISA”).

Effective January 1, 2012, the Ball Advanced Aluminum Technologies Corp. Profit Sharing Plan was merged into the Ball Corporation 401(k) and Employee Stock Ownership Plan and all eligible employees at the Verona, VA facility could participate in the Ball Corporation 401(k) and Employee Stock Ownership Plan.

**Participation**

Essentially all U.S. salaried and U.S. hourly employees of Ball Corporation and participating subsidiaries (the “Company”) are eligible to participate in the Plan. Eligibility to participate in the Plan begins with the first day of employment. An eligible employee who does not make an election about his or her participation in the Plan is automatically enrolled 30 days after his or her hire date.

**Employee Contributions**

The Plan allows eligible participants to contribute a portion of their salaries or wages to the Plan on a before-tax basis within limits defined by the Plan. Such limits vary among certain employee classifications. In all cases, the maximum contribution for a participant may not exceed the annual maximum limits established under IRC Section 402(g). All income earned from invested contributions accumulates tax deferred until withdrawal.

The Plan provides for the automatic enrollment of a 3 percent pretax deferral of eligible pay for newly hired employees, unless the employee affirmatively elects to make no pretax contributions or elects to make pretax contributions of a different amount.

The Plan provides an automatic one-step increase whereby the automatic deferral percentage of 3 percent is automatically increased 1 percent each year, beginning in the calendar year following the calendar year of automatic enrollment until the deferral percentage equals 6 percent. Employees may opt-out of the automatic increases at any time.

Participants may change the level of their contribution or suspend contributions entirely at any time. The Plan also permits rollovers, which represent funds that participants transfer into the Plan from previous eligible Plans.

**Company Matching Contributions**

The Company generally makes a matching contribution each pay period that is based on the percentage of eligible pay that the participant contributes. The Company matching contribution

**BALL CORPORATION**  
**401(k) and Employee Stock Ownership Plan**  
**Notes to Financial Statements (cont.)**

and the ratio of the Company matching contribution to the participant contribution differs depending on the employee group in which the participant belongs. The maximum percentage of eligible pay which the Company will match is 6 percent. The Plan includes matching provisions in accordance with the provisions of the applicable union contracts.

For certain employee groups, Company matching contributions are invested automatically in units of the Ball Corporation Common Stock Fund. The Ball Corporation Common Stock Fund included \$351,740 and \$1,254,862 in the Vanguard Prime Money Market Fund as of December 31, 2013, and 2012, respectively. These amounts are included in the mutual funds line in the Statements of Net Assets Available for Benefits. For remaining employee groups, Company matching contributions are invested according to participant elections. Participants whose Company matching contributions are automatically invested in the Ball Corporation Common Stock Fund may immediately diversify this investment.

Effective November 1, 2005, contributions cannot be invested in the Ball Corporation Common Stock Fund if a participant has 35 percent or more of their account value invested in the Ball Corporation Common Stock Fund. In the event a participant's investment in the Ball Common Stock Fund exceeds 35 percent, future contributions and loan payments to the Plan will be directed to the default investment fund until such time that the participant's investment level in the Ball Common Stock Fund drops below 35 percent of their account value. The default investment fund is the date-specific Target Retirement fund that most closely matches the participants expected retirement year (based on an assumed retirement age of 65).

Employees in the Company's Aerospace and Technologies division who are not participants in the Ball Corporation Economic Value Added Incentive Compensation Plan may receive an additional match under the Plan. This provision allows up to a maximum of 4 percent of the employee's pay if the Economic Value Added performance factor of Ball Aerospace and Technologies Corp. ("BATC") achieved is between 1.0 percent and 2.0 percent (inclusive) in accordance with conditions of the BATC Performance Sharing Match Program. The additional match is invested in accordance with participant elections. An additional match was not required for 2013. An additional match in the amount of \$9,170,808 was required for 2012, and was funded in 2013.

The Company makes additional contributions for some employee groups. Generally, this contribution is made each pay period and is based on the eligible hours worked by the employee during the pay period. Additional contributions are invested in accordance with participant elections.

Vesting

Participants are always fully vested in their own contributions and related earnings. With the exception of certain employee groups, participants are also always fully vested in Company matching contributions and any additional Company contributions, including related earnings. Certain employee groups vest ratably in Company contributions over a maximum of 6 years. Participants should refer to the summary Plan documents for further information. As of and for the years ended December 31, 2013 and 2012, there was no significant forfeiture activity.

Distribution of Benefits

Distributions to employees are normally made upon termination of employment and upon submission of a request. A request for distribution may be directed to the recordkeeper via

**BALL CORPORATION**  
**401(k) and Employee Stock Ownership Plan**  
**Notes to Financial Statements (cont.)**

written request, voice response system, internet site, or directly with the recordkeeper in accordance with Plan provisions.

At any time, a participant with an approved immediate and critical financial need may request a hardship withdrawal in an amount no greater than is necessary to satisfy such financial hardship.

**Notes Receivable from Participants**

Loans are interest bearing at 1 percent above the published prime rate and are limited to the lesser of \$50,000, reduced by the highest outstanding loan balance in the prior 12-month period, or 50 percent of a participant's eligible account balance. Participant loans at December 31, 2013, had interest rates ranging from 4.25 percent to 9.5 percent and maturity dates ranging from 2014 to 2036.

**Participant Accounts**

Each participant's account is credited with the participant's contribution, the Company's matching contribution and discretionary contribution, if applicable, and an allocation of Plan earnings and losses. Plan earnings and losses are allocated to individuals' accounts based on each participant's account balance in their respective investment options selected.

**Voting Rights**

Each participant receives voting rights on his/her shares of Ball Corporation common stock.

**Company Stock Dividends**

Participants have the option to either reinvest dividends paid on the Ball Corporation common stock or to receive the dividends in cash.

**Note 2—Summary of Significant Accounting Policies**

**Basis of Accounting**

The Plan financial statements are prepared on the accrual basis of accounting.

**Valuation of Investments**

The Plan's investments are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 3 for discussion of fair value measurements.

The accounting guidance prescribes that investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. As required by the accounting guidance, the Statement of Net Assets Available for Benefits presents the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis.



**BALL CORPORATION**  
**401(k) and Employee Stock Ownership Plan**  
**Notes to Financial Statements (cont.)**

**Income Recognition**

The net appreciation (depreciation) in the fair value of investments (net realized and unrealized gains and losses) is reflected in the accompanying Statements of Changes in Net Assets Available for Benefits. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Investment transactions are recorded on the date of purchase or sale (trade date).

**Distributions**

Distributions to participants are recorded when paid.

**Expenses of the Plan**

Certain costs and expenses incurred in establishing, amending and administering the Plan, including the fees and expenses of the trustees, are paid by the Company. The Plan pays for certain loan transaction fees that are charged to the related participants' accounts.

**Estimates**

The preparation of financial statements in accordance with accounting principles generally accepted in the United States of America requires the Plan's management to use estimates and assumptions that affect the reported amounts of assets and liabilities, and changes therein, and the disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

**Notes Receivable from Participants**

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent loans are treated as distributions based upon the terms of the plan document.

**Note 3—Fair Value Measurements**

Generally accepted accounting principles establish a framework for measuring value. That framework provides a fair value hierarchy that prioritizes the inputs used to measure fair value using the following definitions (from highest to lowest priority):

- Level 1—Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.
- Level 2—Observable inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly, including quoted prices for similar assets and liabilities in active markets; quoted prices for identical or similar assets and liabilities in markets that are not active; or other inputs that are observable or can be corroborated by observable market data by correlation or other means.
- Level 3—Prices or valuation techniques requiring inputs that are both significant to the fair value measurement and unobservable.

Following is a description of the valuation methodologies used for assets measured at fair value.

*Mutual funds:* Valued at the net asset value (NAV) of shares held by the Plan at year end.

**BALL CORPORATION**  
**401(k) and Employee Stock Ownership Plan**  
**Notes to Financial Statements (cont.)**

*Ball Common Stock:* Valued at the closing price reported on the active market on which the individual security is traded.

*Investment contracts:* The fair value of the traditional investment contracts is calculated by discounting the related cash flows based on current yields of similar instruments with comparable durations. The individual assets of the synthetic investment contracts are valued at the net asset value of the underlying assets; which are interests in common/collective trusts. The fair value of the wrapper contract for the synthetic investment contracts is determined using the market approach discounting methodology, which incorporates the difference between current market level rates for contract level wrapper fees and the wrapper fee being charged. The difference is calculated as a dollar value as discounted by the prevailing interpolated swap rate as of period end.

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The Plan's assessment of the significance of a particular input to the fair value measurement requires judgment and may affect the valuation of the fair value of assets and liabilities and their placement within the fair value hierarchy levels.

*Transfers between levels:* Transfers between levels may occur due to changes in valuation sources, or changes in the availability of market observable inputs, which generally are caused by changes in market conditions such as liquidity, trading volume, or bid-ask spreads. The Plan's policy is to assume the transfer occurs at the beginning of the period. During years ended December 31, 2013 and 2012, there were no transfers between levels.

During the years ended December 31, 2013 and 2012, there were no liabilities accounted for at fair value on a recurring basis and no Level 3 assets or liabilities.

The Plan does not include any Level 3 investments. The levels assigned to the Plan's investments as of December 31, 2013 and 2012 are summarized in the table below.

**BALL CORPORATION**  
**401(k) and Employee Stock Ownership Plan**  
**Notes to Financial Statements (cont.)**

| Investments at Fair Value as of December 31, 2013 |                  |                |                  |
|---|------------------|----------------|------------------|
|   | Level 1          | Level 2        | Total            |
| Mutual Funds:                                     |                  |                |                  |
| Index funds                                       | \$ 366,445,701   | \$ —           | \$ 366,445,701   |
| Balanced funds                                    | 194,251,122      | —              | 194,251,122      |
| Money Market                                      | 77,960,991       | —              | 77,960,991       |
| Growth funds                                      | 191,269,633      | —              | 191,269,633      |
| Value funds                                       | 102,429,307      | —              | 102,429,307      |
| Target-dated retirement funds                     | 270,736,400      | —              | 270,736,400      |
| Total Mutual Funds                                | 1,203,093,154    | —              | 1,203,093,154    |
| Ball Corporation Common Stock                     | 453,832,118      | —              | 453,832,118      |
| Investment Contracts:                             |                  |                |                  |
| Synthetic contracts                               | —                | 146,563,697    | 146,563,697      |
| Traditional contracts                             | —                | 2,907,870      | 2,907,870        |
| Total Investments contracts                       | —                | 149,471,567    | 149,471,567      |
| Total investments at fair value                   | \$ 1,656,925,272 | \$ 149,471,567 | \$ 1,806,396,839 |

| Investments at Fair Value as of December 31, 2012 |                  |                |                  |
|---|------------------|----------------|------------------|
|   | Level 1          | Level 2        | Total            |
| Mutual Funds:                                     |                  |                |                  |
| Index funds                                       | \$ 304,705,890   | \$ —           | \$ 304,705,890   |
| Balanced funds                                    | 170,687,738      | —              | 170,687,738      |
| Money Market                                      | 88,225,317       | —              | 88,225,317       |
| Growth funds                                      | 139,187,194      | —              | 139,187,194      |
| Value funds                                       | 78,551,195       | —              | 78,551,195       |
| Target-dated retirement funds                     | 208,247,219      | —              | 208,247,219      |
| Total Mutual Funds                                | 989,604,553      | —              | 989,604,553      |
| Ball Corporation Common Stock                     | 433,838,541      | —              | 433,838,541      |
| Investment Contracts:                             |                  |                |                  |
| Synthetic contracts                               | —                | 159,633,788    | 159,633,788      |
| Traditional contracts                             | —                | 2,879,505      | 2,879,505        |
| Total Investments contracts                       | —                | 162,513,293    | 162,513,293      |
| Total investments at fair value                   | \$ 1,423,443,094 | \$ 162,513,293 | \$ 1,585,956,387 |

**BALL CORPORATION**  
**401(k) and Employee Stock Ownership Plan**  
**Notes to Financial Statements (cont.)**

**Note 4—Investments**

Except for its investment contract with an insurance company (Note 5), the funds are managed by the trustee of the Plan. The investments are maintained under the ERISA guidelines and guidelines provided by the Company.

The following investments individually represent 5 percent or more of the Plan's net assets available for benefits.

|                                       | December 31,<br>2013 | December 31,<br>2012 |
|---------------------------------------|----------------------|----------------------|
| Ball Corporation Common Stock         | \$ 453,832,118       | \$ 433,838,541       |
| Vanguard Wellington Investment Fund   | 194,251,122          | 170,687,738          |
| Vanguard Institutional Index Fund     | 192,077,179          | 147,938,947          |
| Vanguard Total Bond Market Index Fund | —                    | 92,038,822           |
| Vanguard Prime Money Market Fund      | —                    | 88,225,317           |

For the years ended below, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value as follows:

|                               | December 31,<br>2013  | December 31,<br>2012  |
|-------------------------------|-----------------------|-----------------------|
| Mutual Funds                  | \$ 178,282,860        | \$ 85,929,427         |
| Ball Corporation Common Stock | 61,097,365            | 91,458,002            |
|                               | <u>\$ 239,380,225</u> | <u>\$ 177,387,429</u> |

**Note 5—Investment Contracts**

Participants invest in units of the Ball Corporation Investment Contract Fund which contains various benefit-responsive investment contracts with various banks and insurance companies ("Issuers") in the form of Group Annuity Contracts ("GACs") and Synthetic Guaranteed Investment Contracts ("SICs"). The Ball Corporation Investment Contract Fund also included \$5,395,953 and \$6,112,708 in the Vanguard Prime Money Market Fund as of December 31, 2013, and 2012, respectively. These amounts are included in the mutual funds line in the Statements of Net Assets Available for Benefits. The Issuers of the GACs maintain the contributions in a general account. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The Issuers are contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plan.

The SICs are wrapper contracts paired with underlying investments of high quality, intermediate term, fixed income securities. The Plan purchases wrapper contracts from financial services institutions. The SICs credit stated interest rates for specified periods of time. Investment gains and losses are amortized over the expected duration through the calculation of the interest rate applicable to the Plan on a prospective basis. SICs provide for a variable crediting rate, which typically resets at least quarterly, and the issuer of the wrapper contract provides assurance that future adjustments to the crediting rate cannot result in a crediting rate less than zero percent. The fair value of the wrapper contracts was not significant in 2013 or 2012. The crediting rate is primarily based on the current yield to maturity of the covered investments, plus or minus amortization of the difference between the market value and contract value of the covered

**BALL CORPORATION**  
**401(k) and Employee Stock Ownership Plan**  
**Notes to Financial Statements (cont.)**

investments over the duration of the covered investments at the time of computation. The crediting rate is most impacted by the change in the annual effective yield to maturity of the underlying securities, but is also affected by the differential between the contract value and the market value of the covered investments. This difference is amortized over the duration of the covered investments.

Certain events limit the ability of the Plan to transact at contract value with the Issuer. Such events include the following: (1) amendments to the Plan documents (including complete or partial Plan termination or merger with another Plan), (2) changes to the Plan's prohibition on competing investment options or deletion of equity wash provisions, (3) bankruptcy of the Plan sponsor or other Plan sponsor events (for example, divestitures or spin-offs of a subsidiary) that cause a significant withdrawal from the Plan, or (4) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA. The Plan administrator does not believe that the occurrence of any such value event, which would limit the Plan's ability to transact at contract value with participants, is probable.

The GACs do not permit the insurance companies to terminate the agreements prior to the scheduled maturity dates without additional termination charges. However, the SICs generally impose conditions on both the Plan and the Issuer. If an event of default occurs and is not cured, the non-defaulting party may terminate the contract. The Plan may be in default if a breach of a material obligation under the contract or a material misrepresentation or a material amendment to the Plan agreement occurs. The Issuer may be in default if: it breaches a material obligation under the investment contract; makes a material misrepresentation; has a decline in its long term credit rating below a threshold set forth in the contract; is acquired or reorganized and the successor Issuer does not satisfy the investment or credit guidelines applicable to issuers.

If, in the event of the default of an Issuer and the Plan is unable to obtain a replacement annuity or investment contract, the Plan may experience losses if the value of the Plan's assets no longer covered by the contract is below contract value. The Plan may seek to add additional Issuers over time to diversify the Plan's exposure to such risk, but there is no assurance the Plan will be able to do so. The combination of the default of an Issuer and an inability to obtain a replacement agreement could render the Plan unable to achieve its objective of maintaining a stable contract value. The terms of an annuity or investment contract generally provide for settlement of payments only upon termination of the contract or total liquidation of the covered investments. Contract termination may also occur by either party upon election and notice.

As described in Note 2, because the SICs and GACs are fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the investment contracts. Contract value, as reported to the Plan by the Issuers, represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

There are no reserves against contract value for credit risk of the contract Issuer or otherwise. The crediting interest rate is based on a formula agreed upon with the Issuer. Such interest rates are reviewed periodically for resetting.

The average yields based on actual earnings and interest rates credited to participants were 2.23 percent in 2013, and 2.73 percent in 2012.

**BALL CORPORATION**  
**401(k) and Employee Stock Ownership Plan**  
**Notes to Financial Statements (cont.)**

**Note 6—Plan Termination**

Although the Company has not expressed any intent to terminate the Plan, it may do so at any time. In the event of termination of the Plan, all participants would become 100 percent vested in their accounts and the assets of the Plan, after payment of any expenses, would be distributed to the participants in proportion to their respective account balances.

**Note 7—Federal Income Tax Status**

The Internal Revenue Service informed the Company by a letter dated September 16, 2013, that the Plan and related trust were designed in accordance with the applicable provisions of the IRC. Thus, contributions to the Plan and earnings thereon are not taxable until distributed to the participant. The Plan has since been amended but the Company believes the Plan is designed and being operated in compliance with the applicable provisions of the IRC.

U.S. GAAP requires plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken uncertain tax positions that more likely than not would not be sustained upon examination by the IRS or other applicable taxing authorities. The Plan administrator has analyzed tax positions taken by the Plan and has concluded that, as of December 31, 2013, there are no uncertain tax positions taken that would require recognition of a liability or that would require disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits in progress for any tax periods.

**Note 8—Party-In-Interest Transactions**

Plan assets include investments in funds managed by Vanguard Fiduciary Trust Company (“Vanguard”). Vanguard is the Plan’s trustee/custodian and, as such, transactions with the trustee/custodian qualify as party-in-interest transactions. In addition, the Plan holds shares of Ball Corporation common stock, the Plan sponsor, which also qualifies as a party-in-interest. These transactions are covered by an exemption from the prohibited transaction provisions of ERISA and the IRC. Fees paid by the plan for the investment management services are included in net appreciation in fair value of investments.

**Note 9—Concentrations, Risks and Uncertainties**

The Plan has a significant concentration of Ball Corporation common stock. A change in the value of the Company stock can cause the value of the Plan’s net assets to change significantly due to this concentration.

The Plan provides for various investments in common stock, mutual funds and investment contracts, which, in general, are exposed to various risks, such as significant world events, interest rates, credit risk and overall market volatility risk. Through its direct investments, the Plan invests in securities with contractual cash flows, such as asset backed securities, collateralized mortgage obligations and commercial mortgage backed securities, including securities backed by subprime mortgage loans. The value, liquidity and related income of those securities are sensitive to changes in economic conditions, including real estate value, delinquencies or defaults, or both, and may be adversely affected by shifts in the market’s perception of the Issuers and changes in interest rates. Due to the level of risk associated with certain investments, it is reasonably possible that changes in the values of the investments will occur in the near term.

**BALL CORPORATION**  
**401(k) and Employee Stock Ownership Plan**  
**Notes to Financial Statements (cont.)**

**Note 10—Reconciliation of Financial Statements to Form 5500**

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 as of December 31:

|   | 2013                    | 2012                    |
|---|-------------------------|-------------------------|
| Net assets available for benefits per the financial statements              | \$ 1,830,128,499        | \$ 1,616,250,723        |
| Adjustment from contract value to fair value                                | 3,597,368               | 7,891,732               |
| Adjustment from contract value to fair value for Traditional Contract (GAC) | (2,570)                 | 26,410                  |
| Deemed Distributions  | (141,656)               | (214,859)               |
| Net assets available for benefits per the form 5500                         | <u>\$ 1,833,581,641</u> | <u>\$ 1,623,954,006</u> |

The following is a reconciliation of the net increase in net assets available for benefits per the financial statements for the year ended December 31, to the Form 5500:

|  | 2013                  | 2012                  |
|--|-----------------------|-----------------------|
| Net increase in net assets available for benefits per the financial statements             | \$ 213,877,776        | \$ 201,555,233        |
| Transfer of assets   | —                     | (1,677,739)           |
| Adjustment from contract value to fair value – current year                                | 3,597,368             | 7,891,732             |
| Adjustment from contract value to fair value – prior year                                  | (7,891,732)           | (7,440,573)           |
| Adjustment from contract value to fair value for Traditional Contract (GAC) – current year | (2,570)               | 26,410                |
| Adjustment from contract value to fair value for Traditional Contract (GAC) – prior year   | (26,410)              | (90,761)              |
| Deemed distributions – prior year  | 214,859               | 108,986               |
| Deemed distributions – current year  | (141,656)             | (214,859)             |
| Net increase in net assets available for benefits per the form 5500                        | <u>\$ 209,627,635</u> | <u>\$ 200,158,429</u> |

**Note 11—Subsequent Events**

Management has evaluated subsequent events through the date these financial statements were issued, and determined that there were no events or transactions which require recognition or disclosure in the financial statements.

This information is an integral part of the accompanying financial statements.

**BALL CORPORATION**  
**401(k) and Employee Stock Ownership Plan**

**Schedule H, Line 4i—Schedule of Assets (Held at End of Year)**  
**at December 31, 2013**  
**EIN 35-0160610 Plan #030**

| Identity of Issue/Description   | Current Value        |
|---|----------------------|
| Mutual Funds:   |                      |
| Morgan Stanley Institutional–International Equity Portfolio               | \$ 23,636,960        |
| TRP Growth Stock Fund   | 67,277,403           |
| Vanguard Explorer Fund Admiral Shares <sup>(1)</sup>                      | 62,415,562           |
| Vanguard Institutional Index Fund <sup>(1)</sup>                          | 192,077,179          |
| Vanguard International Growth Fund Admiral Shares <sup>(1)</sup>          | 61,576,667           |
| Vanguard Mid-Cap Index Fund Institutional Shares <sup>(1)</sup>           | 34,835,366           |
| Vanguard Prime Money Market Fund <sup>(1)</sup>                           | 77,960,991           |
| Vanguard Small-Cap Index Fund Institutional Shares <sup>(1)</sup>         | 69,288,034           |
| Vanguard Target Retirement 2010 <sup>(1)</sup>                            | 8,633,478            |
| Vanguard Target Retirement 2015 <sup>(1)</sup>                            | 35,349,217           |
| Vanguard Target Retirement 2020 <sup>(1)</sup>                            | 49,881,780           |
| Vanguard Target Retirement 2025 <sup>(1)</sup>                            | 53,740,013           |
| Vanguard Target Retirement 2030 <sup>(1)</sup>                            | 35,735,534           |
| Vanguard Target Retirement 2035 <sup>(1)</sup>                            | 26,691,810           |
| Vanguard Target Retirement 2040 <sup>(1)</sup>                            | 19,256,800           |
| Vanguard Target Retirement 2045 <sup>(1)</sup>                            | 18,231,931           |
| Vanguard Target Retirement 2050 <sup>(1)</sup>                            | 4,569,187            |
| Vanguard Target Retirement 2055 <sup>(1)</sup>                            | 1,312,547            |
| Vanguard Target Retirement 2060 <sup>(1)</sup>                            | 1,005,572            |
| Vanguard Target Retirement Income <sup>(1)</sup>                          | 16,328,532           |
| Vanguard Total Bond Market Index Fund Institutional Shares <sup>(1)</sup> | 70,245,122           |
| Vanguard Wellington Fund Investor Shares <sup>(1)</sup>                   | 194,251,122          |
| Vanguard Windsor II Fund Admiral Shares <sup>(1)</sup>                    | 78,792,347           |
| Total Mutual Funds  | <u>1,203,093,154</u> |
| Ball Corporation Common Stock <sup>(1)</sup>                              | <u>453,832,118</u>   |
| Investment Contracts:   |                      |
| Monumental Ball Syn –MON1125T   |                      |
| Total contract at fair value  | 25,553,496           |
| New York Life Insurance   |                      |
| Total contract at fair value  | 7,836,285            |
| Prudential GA-62340 Ball  |                      |
| Total contract at fair value  | 14,551,332           |



**BALL CORPORATION**  
**401(k) and Employee Stock Ownership Plan**

**Schedule H, Line 4i–Schedule of Assets (Held at End of Year)**  
**at December 31, 2013**  
**EIN 35-0160610 Plan #030**

| Identity of Issue/Description   | Current Value                  |
|---|--------------------------------|
| Prudential GA - 62341 Ball<br>Total contract at fair value  | 14,483,519                     |
| State Street Bank – 104043<br>Total contract at fair value  | 26,865,671                     |
| United of Omaha – 14810<br>Total contract at fair value   | 25,328,773                     |
| American Gen – AG1644143<br>Total contract at fair value  | 15,765,362                     |
| Bank of Toyko – BTMUBALL1<br>Total contract at fair value   | 15,781,285                     |
| Metlife GAC<br>Total contract at fair value   | 2,907,870                      |
| Total investment contracts  | 149,073,593                    |
| Net receivables/(payables)  | 397,974                        |
| Net investment contracts  | 149,471,567                    |
| Notes Receivable from Participants (4.25% to 9.5%, maturity dates range from 2013 to 2036) <sup>(1)</sup> | 26,661,965                     |
| Total assets held (at end of year)  | <u><u>\$ 1,833,058,804</u></u> |

<sup>(1)</sup> Identified party-in-interest.

SIGNATURES

*The Plan.* Pursuant to the requirements of the Securities Exchange Act of 1934, the Ball Corporation Employee Benefits Administration Committee, which Committee administers the employee Plans, duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

BALL CORPORATION 401(K) AND EMPLOYEE STOCK OWNERSHIP PLAN

By: /s/ Shawn M. Barker

Name: Shawn M. Barker

Title: Vice President and Controller

Date: June 26, 2014

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**Ball Corporation**  
**Form 11-K**  
**June 26, 2014**

**EXHIBIT INDEX**

| <b>Exhibit Number</b> | <b>Description</b>   |
|-----------------------|--|
| Exhibit 23            | Consent of CliftonLarsonAllen LLP, Independent Registered Public Accounting Firm |

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**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in Registration Statement No. 333-150457 on Form S-8 of our report dated June 26, 2014 appearing in this Annual Report on Form 11-K of Ball Corporation 401(k) and Employee Stock Ownership Plan for the year ended December 31, 2013.

/s/ CliftonLarsonAllen LLP  
CliftonLarsonAllen LLP  
Broomfield, Colorado  
June 26, 2014

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