

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant /X/
Filed by a Party other than the Registrant / /

Check the appropriate box:

/ / Preliminary Proxy Statement
/ / Confidential, for Use of the Commission Only (as permitted by Rule
14a-6(e)(2))
/X/ Definitive Proxy Statement
/ / Definitive Additional Materials
/ / Soliciting Material Pursuant to Section 240.14a-11(c) or Section
240.14a-12

BALL CORPORATION

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

/X/ \$125 per Exchange Act Rules 0-11(c)(1)(ii), 14a-6(i)(1), 14a-6(i)(2) or
Item 22(a)(2) of Schedule 14A.
/ / \$500 per each party to the controversy pursuant to Exchange Act Rule
14a-6(i)(3).
/ / Fee computed on table below per Exchange Act Rules 14a-6(i)(4)
and 0-11.

1) Title of each class of securities to which transaction applies:

2) Aggregate number of securities to which transaction applies:

3) Per unit price or other underlying value of transaction computed
pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the
filing fee is calculated and state how it was determined):

4) Proposed maximum aggregate value of transaction:

5) Total fee paid:

/ / Fee paid previously with preliminary materials.

/ / Check box if any part of the fee is offset as provided by Exchange Act Rule
0-11(a)(2) and identify the filing for which the offsetting fee was paid
previously. Identify the previous filing by registration statement number,
or the Form or Schedule and the date of its filing.

1) Amount Previously Paid:

2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:

[LOGO]

BALL CORPORATION
345 SOUTH HIGH STREET, MUNCIE, INDIANA 47305

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS
TO BE HELD WEDNESDAY, APRIL 24, 1996

The Annual Meeting of Shareholders of Ball Corporation will be held at the
Horizon Convention Center, 401 South High Street, Muncie, Indiana, on Wednesday,
April 24, 1996, at 9:00 a.m. (EST) for the following purposes:

1. To elect three directors for three-year terms expiring at the Annual
Meeting of Shareholders to be held in 1999;
2. To ratify the appointment of the firm of Price Waterhouse as independent
public accountants for 1996;
3. To transact any other business as properly may come before the meeting.

Only holders of Common Stock of record at the close of business March 1,
1996, are entitled to notice of and to vote at the Annual Meeting or any
adjournment thereof.

A Proxy Statement appears on the following pages. A copy of the Annual Report for 1995 is being mailed to you with this Notice of Annual Meeting of Shareholders and Proxy Statement.

By Order of the Board of Directors

Elizabeth A. Overmyer
CORPORATE SECRETARY

March 18, 1996
Muncie, Indiana

YOUR VOTE IS IMPORTANT.

YOU ARE URGED TO DATE, SIGN AND RETURN PROMPTLY YOUR PROXY IN THE ENCLOSED ENVELOPE.

IT WILL HELP US IN PLANNING THE ANNUAL MEETING IF YOU WILL FILL OUT AND MAIL THE ENCLOSED CARD IF YOU PLAN TO ATTEND. CHECK-IN BEGINS AT 8:00 A.M., AND THE MEETING WILL START PROMPTLY AT 9:00 A.M.

BALL CORPORATION
345 SOUTH HIGH STREET, MUNCIE, INDIANA 47305

PROXY STATEMENT
MARCH 18, 1996

ANNUAL MEETING OF SHAREHOLDERS
TO BE HELD WEDNESDAY, APRIL 24, 1996

To Shareholders of Ball Corporation:

This Proxy Statement and the accompanying proxy card are furnished to shareholders in connection with the solicitation by the Board of Directors of Ball Corporation of proxies to be voted at the Annual Meeting of Shareholders to be held April 24, 1996, for the purposes stated in the accompanying notice of the meeting.

A shareholder of the Corporation who has executed and returned a proxy may revoke it at any time before it is voted, but only by executing and returning to the Corporate Secretary at 345 South High Street, Muncie, IN 47305, a proxy bearing a later date, by giving written notice of revocation to the Corporate Secretary, or by attending the meeting and voting in person. Attendance at the meeting does not, by itself, revoke a proxy.

VOTING SECURITIES AND PRINCIPAL SHAREHOLDERS

At the close of business on March 1, 1996, there were outstanding and entitled to vote 30,179,074 shares of Common Stock (including the associated preferred stock purchase rights under the Rights Agreement dated as of July 22, 1986, between the Corporation and The First National Bank of Chicago, for which a replacement Shareholder Rights Plan was adopted by the Board of Directors on January 24, 1996, to become effective upon the expiration of the existing Plan.) Each share of Common Stock is entitled to one vote. Shareholders do not have cumulative voting rights with respect to the election of directors. The Corporation-related descendants of the five founding Ball brothers, the Corporation's directors, and its officers and employees (active and retired) currently own approximately 24 percent of the outstanding Common Stock of Ball Corporation, which represents approximately 22 percent of the total share vote. Voting Preferred Stock issued pursuant to the Corporation's Employee Stock Ownership Plan, adopted in May 1989, totals approximately 7 percent additional share votes. This results in a total holding by Corporation-related interests of approximately 29 percent of the total share vote.

Based on Schedule 13G filings received to date, the following table indicates the only beneficial owners of more than 5 percent of the Corporation's outstanding Common Stock:

<TABLE>
<CAPTION>

TITLE OF CLASS	NAME AND ADDRESS OF BENEFICIAL OWNER	SHARES BENEFICIALLY OWNED	PERCENT OF CLASS
<C> Common	<S> Putnam Investments, Inc. One Post Office Square Boston, MA 02109 (On behalf of itself and its two wholly owned registered investment advisers)	<C> 1,643,930 (Shared voting and dispositive power)	<C> 5.45

</TABLE>

1

The following table lists the beneficial ownership, as of the close of business on March 1, 1996, of Common Stock of the Corporation, of director nominees, continuing directors, the Chief Executive Officer and the four other most highly compensated executive officers and, as a group, of such persons and other executive officers. Unless otherwise noted, the beneficial owner has sole voting and investment power.

<TABLE>
<CAPTION>

TITLE OF CLASS	NAME OF BENEFICIAL OWNER	SHARES BENEFICIALLY OWNED(1)	PERCENT OF CLASS
<C>	<S>	<C>	<C>
Common	Frank A. Bracken	510,064(2)	1.69
Common	Howard M. Dean	3,000	.01
Common	Duane E. Emerson	58,643(3)	.19
Common	John T. Hackett	2,000	.01
Common	Donovan B. Hicks	71,383(4)	.24
Common	R. David Hoover	49,147(5)	.16
Common	John F. Lehman	5,000	.02
Common	George McFadden	67,000(6)	.22
Common	Jan Nicholson	5,000	.02
Common	David B. Sheldon	45,167(7)	.15
Common	George A. Sissel	81,010(8)	.27
Common	W. Thomas Stephens	2,000	.01
Common	William P. Stiritz	3,000	.01
Common	All of the above and present executive officers as a group (18)	984,145	3.26

</TABLE>

(Footnotes)

1. Full voting and dispositive power, unless otherwise noted.
2. Includes 249,348 shares held in trust for another family member for which Mr. Bracken, as co-trustee, has sole voting and shared investment power, and 6,220 shares owned by his wife, as to which he disclaims beneficial ownership.
3. Includes 5,683 shares owned by Mr. Emerson's wife, as to which he disclaims beneficial ownership, and 26,089 shares which he may acquire during the next 60 days upon the exercise of stock options.
4. Includes 13,500 shares owned by Mr. Hicks' wife, as to which he disclaims beneficial ownership, and 40,093 shares which he may acquire during the next 60 days upon the exercise of stock options.
5. Includes 609 shares held by Mr. Hoover's wife as custodian for their son, as to which he disclaims beneficial ownership, and 30,756 shares which he may acquire during the next 60 days upon the exercise of stock options.
6. Includes 30,000 shares held in family trusts for which Mr. McFadden, as co-trustee, has shared voting and investment power, and 37,000 shares owned by his wife, as to which he disclaims beneficial ownership.
7. Includes 5,000 shares owned by Mr. Sheldon's wife, as to which he disclaims beneficial ownership, and 34,258 shares which he may acquire during the next 60 days upon the exercise of stock options.
8. Includes 10,000 shares owned by Mr. Sissel's wife, as to which he disclaims beneficial ownership, and 50,428 shares which he may acquire during the next 60 days upon the exercise of stock options.

ELECTION OF DIRECTORS

At their 1985 Annual Meeting, the shareholders adopted the Amended Articles of Incorporation of Ball Corporation, dividing the Board into three classes, as nearly equal in number as possible, with directors serving staggered three-year terms. On April 24, 1996, three persons are to be elected to serve as directors until 1999, or, in each case until his respective successor is elected and qualified. Unless otherwise instructed on the proxy card, the persons named in the accompanying proxy intend to vote for nominees George McFadden, W. Thomas Stephens and William P. Stiritz to hold office as directors of the Corporation until the 1999 Annual Meeting of Shareholders, or, in each case until his respective successor is elected and qualified. All nominees have consented to be named as candidates in the Proxy Statement and have agreed to serve if elected. If, for any reason, any of the nominees becomes unavailable for election, the shares represented by proxies will be voted for any substitute nominee or nominees designated by the Board of Directors. The Board has no reason to

believe that any of the nominees will be unable to serve.

Alvin Owsley, who has served as a director since 1967 and as Chairman of the Board since 1991, has reached the retirement age of 70 for directors and is, therefore, ineligible to stand for reelection at the 1996 Annual Meeting. The Corporation wishes to express its appreciation to Mr. Owsley for his effective service and leadership and his significant contributions to the Corporation and its shareholders during his tenure as a director.

All directors in Classes I and III, whose terms have not expired, and W. Thomas Stephens and William P. Stiritz, two of the director nominees for Class II, were previously elected by the shareholders. The other nominee for Class II, George McFadden, General Partner, McFadden Brothers, has not been elected by the shareholders. Mr. McFadden was nominated as a director in Class II to stand for election by the shareholders on April 24, 1996.

2

In accordance with Indiana Business Corporation Law, directors are elected by a plurality of the votes cast by the shares entitled to vote in the election at a meeting at which a quorum is present. Abstentions and broker non-votes are considered neither votes "for" nor "against." Proxies may not be voted for a greater number of persons than the three nominees named.

Set forth for each director nominee in Class II and for each continuing director in Classes I and III are his principal occupation and employment during the past five years, the period during which he has served as a director and certain other information.

DIRECTOR NOMINEES AND CONTINUING DIRECTORS

TO BE ELECTED FOR A TERM OF THREE YEARS UNTIL THE 1999 ANNUAL MEETING (CLASS II)

<TABLE>

<C>

[PHOTO]

<S>

General Partner, McFadden Brothers, New York, New York, since 1978. Age 55.

GEORGE MCFADDEN

[PHOTO]

Chairman, President and Chief Executive Officer, Manville Corporation, Denver, Colorado, since June 1990; President and Chief Executive Officer, 1986 to 1990. Age 53.

W. THOMAS STEPHENS

[PHOTO]

Chairman, President and Chief Executive Officer, Ralston Purina Company, St. Louis, Missouri, since January 1982. Age 61.

WILLIAM P. STIRITZ

</TABLE>

<C>

Mr. McFadden is the son-in-law of Alvin Owsley, Chairman of the Board of Ball Corporation.

Director since 1992. Member, Executive, Finance and Human Resources Committees.

Mr. Stephens is a director of Manville Corporation, Denver, Colorado, and its subsidiary, Riverwood International, Atlanta, Georgia; and Public Service Company of Colorado, Denver, Colorado.

Director since 1983. Member, Audit, Human Resources and Nominating Committees.

Mr. Stiritz is a director of Ralston Purina Company, Angelica Corp., Boatmen's Bancshares, Inc., Ralcorp Holdings, Inc., Reinsurance Group of America, Inc. and May Department Stores Co., all of St. Louis, Missouri, and Interstate Bakeries Corporation, Kansas City, Missouri.

3

TO CONTINUE IN OFFICE UNTIL THE 1997 ANNUAL MEETING (CLASS III)

<TABLE>

<C>

[PHOTO]

<S>

Chairman of the Board and Chief Executive Officer, Dean Foods Company, Franklin Park, Illinois, since January 1989; President and Chief Executive Officer, 1987 to 1989. Age 58.

<C>

Director since 1984. Member, Audit, Executive and Finance Committees.

Mr. Dean is a director of Dean Foods Company, Franklin Park, Illinois; Nalco Chemical Company, Naperville,

Illinois; and Yellow Corporation, Overland Park, Kansas.

HOWARD M. DEAN

[PHOTO]

Managing General Partner, CID Equity Partners, Indianapolis, Indiana, since 1991; Vice President of Finance and Administration, Indiana University, Bloomington, Indiana, 1989 to 1991. Prior to 1989, he served as Executive Vice President, Chief Financial Officer and Director of Cummins Engine Company, Columbus, Indiana. Age 63.

Director since 1994. Member, Finance, Human Resources and Nominating Committees.

Mr. Hackett is a director of Irwin Financial Corporation, Columbus, Indiana; Meridian Insurance Group, Inc., Indianapolis, Indiana; and Wabash National Corp., Lafayette, Indiana.

JOHN T. HACKETT

[PHOTO]

Managing Director of Capital Markets Assurance Corporation (CapMAC), New York, New York, since May 1994; Vice President and Manager of Northeast Department for Citicorp Real Estate, New York, New York, 1990 to 1994. Age 50.

Director since 1994. Member, Audit and Finance Committees.

Ms. Nicholson is a director of Rubbermaid Incorporated, Wooster, Ohio.

JAN NICHOLSON

</TABLE>

4

TO CONTINUE IN OFFICE UNTIL THE 1998 ANNUAL MEETING (CLASS I)

<TABLE>

<C>

<S>

<C>

[PHOTO]

Of Counsel, Bingham Summers Welsh & Spilman, Attorneys at Law, Indianapolis, Indiana, since June 1994; Deputy Secretary, U.S. Department of the Interior, 1989 to 1993; Chairman of the Board, Ball-InCon Glass Packaging Corp., 1987 to 1989. Various corporate positions, 1972 to 1987. Age 61.

Director since 1995. Member, Audit and Nominating Committees.

Mr. Bracken is a director of First Merchants Corporation, Muncie, Indiana.

Mr. Bracken is a first cousin to Alvin Owsley, Chairman of the Board of Ball Corporation.

FRANK A. BRACKEN

[PHOTO]

Chairman of the Board, Sperry Marine Inc., Charlottesville, Virginia, since November 1993, and Chairman, J. F. Lehman & Company, New York, New York, since November 1990; Managing Director, Investment Banking Division, PaineWebber Inc., New York, New York, January 1988 to November 1990; Secretary of the Navy, Washington, D.C., from February 1981 to April 1987. Age 53.

Director since 1987. Member, Finance, Human Resources and Nominating Committees.

JOHN F. LEHMAN

[PHOTO]

President and Chief Executive Officer, Ball Corporation, since April 1995; Acting President and Chief Executive Officer, May 1994 to April 1995; Senior Vice President, Corporate Affairs; Corporate Secretary and General Counsel 1993 to April 1995; Senior Vice President, Corporate Secretary and General Counsel, 1987 to 1993; Vice President, Corporate Secretary and General Counsel, 1981 to 1987; various corporate positions, 1970 to 1981. Age 59.

Director since 1995. Member, Executive Committee.

Mr. Sissel is a director of First Merchants Corporation, Muncie, Indiana.

GEORGE A. SISSEL

</TABLE>

5

Among the standing committees of the Board of Directors are the Audit, Nominating and Human Resources Committees.

AUDIT COMMITTEE:

The duties of the Audit Committee are: (a) recommend for nomination by the Board of Directors the independent certified public accountants who shall conduct the annual audit of the Corporation; (b) provide assistance to the Board of Directors in fulfilling its fiduciary responsibilities relating to corporate accounting and reporting practices, including review by the Committee of accounting policies, financial statements, annual audit procedures and results, and general financial disclosure procedures; (c) maintain, through regularly scheduled meetings as well as informal conferences, a direct line of communication with the independent accountants to provide for exchanges of views and information; and (d) review the continuing effectiveness of the Corporation's accounting and operating conflicts of interest policies. Current members of the Audit Committee, none of whom are employees of the Corporation, are Messrs. Stiritz (Chairman), Bracken and Dean, and Ms. Nicholson. The Audit Committee met three times during 1995.

NOMINATING COMMITTEE:

The duties of the Nominating Committee are: (a) develop and maintain a list of qualified candidates to fill vacancies on the Board and aid in attracting qualified candidates to the Board; (b) recommend to the Board candidates to fill any vacancies on the Board; (c) recommend to the Board annually a slate of directors to be elected by the shareholders at the Annual Meeting and recommend to the Board the inclusion of the slate in the Proxy Statement; and (d) recommend the compensation for services as director to be paid to non-management directors. Current members of the Nominating Committee are Messrs. Owsley (Chairman), Bracken, Hackett, Lehman and Stiritz. The Nominating Committee met three times during 1995. The Nominating Committee will consider nominees recommended by shareholders. Any such recommendation should be in writing and addressed to the Corporate Secretary, Ball Corporation, 345 South High Street, Muncie, IN 47305.

HUMAN RESOURCES COMMITTEE:

The duties of the Human Resources Committee are: (a) approve the salaries of all elected corporate officers and other employees of the Corporation, as the Board of Directors may determine and direct from time to time; (b) approve the Corporation's schedule of salary ranges and grades for all salaried employees; (c) approve the Corporation's schedule for approval signatures to be required for salary and employee status changes; (d) approve the Corporation's incentive compensation program, including its design, participation basis and participation rates, as they apply to all elected corporate officers and other employees of the Corporation as the Board of Directors may determine and direct from time to time; (e) approve major salaried benefit plans, changes, plan additions, terminations, and discontinuations; (f) direct the administration of the Corporation's various stock option plans, and stock appreciation rights plans, the restricted stock plans, and deferred compensation plans, in accordance with such plans; (g) designate from time to time those officers and other key employees of the Corporation and its subsidiaries to whom option and/or restricted stock awards are to be granted and approve the number of shares to be optioned and/or granted from time to time to any individual; and (h) perform such other functions with respect to employee compensation as may be requested by the Board of Directors. Current members of the Human Resources Committee are Messrs. Stephens (Chairman), Hackett, Lehman and Stiritz. The Human Resources Committee met six times during 1995.

BOARD MEETINGS

The Board of Directors held ten meetings during 1995. No director attended less than 75 percent of the aggregate of (1) the total number of meetings of the Board of Directors and (2) the total number of meetings held by all committees of the Board on which he served, except Mr. Lehman, who attended eight of the ten Board meetings and five of nine meetings of committees on which he served.

SHAREHOLDER PROPOSALS

Proposals of shareholders intended to be presented at the April 23, 1997, Annual Meeting must be in writing and received by the Corporate Secretary at the Corporation's principal executive offices, 345 South High Street, Muncie, IN 47305, by November 18, 1996, for inclusion in the Corporation's 1997 Proxy Statement.

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EXECUTIVE COMPENSATION

The following table sets forth information concerning the annual and long-term compensation for services in all capacities to the Corporation of the Chief Executive Officer and each of the next four most highly compensated executive officers of the Corporation (the Named Executive Officers):

SUMMARY COMPENSATION TABLE

<TABLE>

<CAPTION>

NAME AND PRINCIPAL POSITION COMPENSATION (2)	YEAR	ANNUAL COMPENSATION			LONG-TERM COMPENSATION		
		SALARY	BONUS (1)	OTHER ANNUAL COMPENSATION	RESTRICTED STOCK AWARDS	SECURITIES UNDERLYING OPTIONS	ALL OTHER
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
George A. Sissel	1995	\$ 440,496	\$ 391,409			25,000	\$ 104,809
President and Chief	1994	258,000	408,070			23,000	55,279
Executive Officer(3)	1993	172,000	34,658			5,000	33,932
Donovan B. Hicks	1995	205,710	315,746			8,000	49,735
Group Vice President	1994	195,000	296,966			8,000	51,901
President & CEO, Ball Aerospace & Technologies Corp.	1993	187,500	11,625			5,000	23,937
David B. Sheldon	1995	229,000	177,075			8,000	79,867
Executive Vice President,	1994	181,500	277,350			8,000	47,836
Packaging Operations	1993	181,500	132,026			5,000	7,505
R. David Hoover	1995	207,749	189,761			8,000	57,093
Executive Vice President and	1994	160,000	225,160		\$ 131,875	8,000	44,936
Chief Financial Officer	1993	160,000	32,240			5,000	9,081
Duane E. Emerson	1995	182,320	170,504			8,000	38,722
Senior Vice President and	1994	168,500	237,122		131,875	8,000	39,507
Chief Administrative Officer	1993	168,500	33,953			5,000	20,331

</TABLE>

(1) As noted in the Report of the Human Resources Committee, Ball Corporation uses the term Incentive Compensation rather than Bonus. Also noted in the Report of the Human Resources Committee is the performance level of the Corporation and each of the operating groups in relation to incentive targets and the resulting impact on the "bonus" amounts shown above.

(2) The amounts shown in the All Other Compensation column for 1995 consist of the following:

Mr. Sissel -- above-market interest on deferred compensation account \$33,294; company contribution to Employee Stock Ownership Plan, \$1,232; Supplemental Long Term Disability premium, \$2,300; compensation attributable to the split-dollar life insurance program, \$67,983.

Mr. Hicks -- above-market interest on deferred compensation account, \$21,986; company contribution to Employee Stock Ownership Plan, \$1,232; Supplemental Long Term Disability premium, \$2,300; compensation attributable to the split-dollar life insurance program, \$24,217.

Mr. Sheldon -- above-market interest on deferred compensation account, \$6,013; company contribution to Employee Stock Ownership Plan, \$1,232; Supplemental Long Term Disability premium, \$2,300; compensation attributable to the split-dollar life insurance program, \$70,322.

Mr. Hoover -- above-market interest on deferred compensation account, \$4,981; company contribution to Employee Stock Ownership Plan, \$1,232; Supplemental Long Term Disability premium, \$2,300; compensation attributable to the split-dollar life insurance program, \$48,580.

Mr. Emerson -- above-market interest on deferred compensation account, \$18,232; company contribution to Employee Stock Ownership Plan, \$1,232; Supplemental Long Term Disability premium, \$2,300; compensation attributable to the split-dollar life insurance program, \$16,958.

(3) Mr. Sissel -- on April 26, 1995, was elected President and Chief Executive Officer, prior to this date he served in this position in an acting capacity.

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LONG-TERM INCENTIVE COMPENSATION

STOCK OPTION GRANTS AND EXERCISES

The following tables present certain information for the Named Executive Officers relating to stock option grants and exercises during 1995 and, in addition, information relating to the valuation of unexercised stock options:

STOCK OPTION GRANTS IN 1995

<TABLE>

<CAPTION>

PERCENTAGE OF
TOTAL OPTIONS
GRANTED TO

GRANT DATE

NAME	OPTIONS GRANTED (1)	EMPLOYEES IN FISCAL 1995	EXERCISE PRICE (PER SHARE)	EXPIRATION DATE	PRESENT VALUE (2)
<S>	<C>	<C>	<C>	<C>	<C>
George A. Sissel.....	25,000	8.45	\$ 35.625	04/25/05	\$ 346,500
Donovan B. Hicks.....	8,000	2.71	35.625	04/25/05	110,880
David B. Sheldon.....	8,000	2.71	35.625	04/25/05	110,880
R. David Hoover.....	8,000	2.71	35.625	04/25/05	110,880
Duane E. Emerson.....	8,000	2.71	35.625	04/25/05	110,880

</TABLE>

(1) Options were granted April 25, 1995, and are exercisable beginning one year after grant and each year thereafter in 25 percent increments.

(2) Grant date option values are estimated at \$13.86 per share based on the Black-Scholes option pricing model adapted for use in valuing executive stock options. The estimated value under the Black-Scholes model is based on assumptions of volatility of .2428 (monthly closing prices over three years), a risk-free rate of return of 7.19 percent, a dividend yield of 2.20 percent, an option term of ten years, and no adjustment for nontransferability or risk of forfeiture. The actual value, if any, an executive may realize will depend on the excess of the stock price over the exercise price on the date the option is exercised. Consequently, there is no assurance the value realized by an executive will be at or near the value estimated by the Black-Scholes model.

AGGREGATED STOCK OPTION EXERCISES IN 1995
AND FISCAL YEAR-END OPTION VALUES

<TABLE>
<CAPTION>

NAME	SHARES ACQUIRED ON EXERCISE	VALUE REALIZED	NUMBER OF UNEXERCISED OPTIONS HELD AT DECEMBER 31, 1995		VALUE OF UNEXERCISED IN-THE-MONEY OPTIONS AT DECEMBER 31, 1995 (1)	
			EXERCISABLE	UNEXERCISABLE	EXERCISABLE	UNEXERCISABLE
<S>	<C>	<C>	<C>	<C>	<C>	<C>
George A. Sissel.....	-0-	-0-	39,470	46,208	\$ 94,340	\$ 23,719
Donovan B. Hicks..	-0-	-0-	33,676	17,667	97,281	8,250
David B. Sheldon.....	-0-	-0-	27,549	17,959	61,964	8,250
R. David Hoover...	2,334	\$ 35,643	24,631	17,375	62,069	8,250
Duane E. Emerson..	20,024	288,220	19,381	17,958	27,749	8,250

</TABLE>

(1) Based on the closing price on the New York Stock Exchange -- Composite Transactions of the Corporation's Common Stock on December 29, 1995, of \$27.75.

LONG-TERM CASH INCENTIVE

The following table presents information for the Named Executive Officers concerning the Long-Term Cash Incentive Plan and, in addition, information relating to the estimated future payouts.

8
LONG-TERM CASH INCENTIVE PLAN -- AWARDS IN LAST FISCAL YEAR

<TABLE>
<CAPTION>

NAME	NUMBER OF UNITS (1)	PERFORMANCE PERIOD UNTIL MATURATION	ESTIMATED FUTURE PAYOUTS (2)	
			THRESHOLD	TARGET
<S>	<C>	<C>	<C>	<C>
George A. Sissel.....	0	1/1/95 - 12/31/97	\$ 145,428	\$ 299,411
598,821				
Donovan B. Hicks.....	0	1/1/95 - 12/31/97	61,012	125,612
251,224				
David B. Sheldon.....	0	1/1/95 - 12/31/97	70,585	145,322
290,645				
R. David Hoover.....	0	1/1/95 - 12/31/97	68,501	141,031
282,062				
Duane E. Emerson.....	0	1/1/95 - 12/31/97	55,438	114,137
228,274				

</TABLE>

- (1) Participants are not awarded a number of units. Rather, awards are expressed as a percentage of average annual salary and "bonus" at target during the performance period.
- (2) Estimated future payouts ("earned awards") are based upon the achievement of total return performance, i.e., stock price appreciation plus dividends, relative to targets predetermined by the Human Resources Committee of the Board of Directors. Because future payouts are based on base salary plus target "bonus" over the performance periods, the amount of the target award opportunity is not presently determinable. However, an estimate is provided assuming base salary is increased 5 percent per year and target incentive rates remain the same. The target amount will be earned if 100 percent of targeted total return is achieved. The threshold amount will be earned if two-thirds of the targeted total return is achieved and the maximum award amount will be earned if total return exceeds target by two-thirds or more. The award opportunities expressed as a percentage of base salary plus target "bonus" are 17 percent at the threshold, 35 percent at target, and 70 percent at maximum. There would be no payout if stock performance is less than the threshold amount.

RETIREMENT PLANS

The following table, for purposes of illustration, indicates the amounts of annual retirement income which would be payable in 1996, to the Named Executive Officers at normal retirement age 65. The calculation of retirement benefits under the plans generally is based upon average earnings (base salary only) for the highest five consecutive years of the ten years preceding retirement.

PENSION PLAN TABLE

<TABLE>
<CAPTION>

AVERAGE ANNUAL EARNINGS	YEARS OF SERVICE				
	15	20	25	30	35
<S>	<C>	<C>	<C>	<C>	<C>
\$ 150,000	\$ 31,806	\$ 42,408	\$ 53,010	\$ 63,612	\$ 74,214
200,000	43,056	57,408	71,760	86,112	100,464
250,000	54,306	72,408	90,510	108,612	126,714
300,000	65,556	87,408	109,260	131,112	152,964
350,000	76,806	102,408	128,010	153,612	179,214
400,000	88,056	117,408	146,760	176,112	205,464
450,000	99,306	132,408	165,510	198,612	231,714
500,000	110,556	147,408	184,260	221,112	257,964
550,000	121,806	162,408	203,010	243,612	284,214

</TABLE>

The Corporation's qualified salaried retirement plans provide defined benefits determined by base salary and years of service. The Corporation has also adopted a nonqualified supplemental executive retirement plan which provides benefits otherwise not payable under the qualified pension plan to the extent that the Internal Revenue Code limits the pension to which an executive would be entitled under the qualified pension plan. The benefit amounts shown in the above table reflect the amount payable as a straight life annuity and include amounts payable under the supplemental retirement plan. Certain key employees, including the Named Executive Officers, participate in a split-dollar life insurance plan and supplemental retirement benefits cease thirty days following the termination of the Corporation's interest in the participant's split-dollar policy.

Average Annual Earnings used under the pension formula to calculate benefits, together with years of benefit service, as of December 31, 1995, for the Named Executive Officers are: George A. Sissel, \$215,502 (25.33 years); Donovan B. Hicks, \$187,196 (34.25 years); David B. Sheldon, \$177,573 (25.00 years); Duane E. Emerson, \$158,994 (22.33 years); and R. David Hoover, \$155,180 (25.54 years).

TERMINATION OF EMPLOYMENT AND CHANGE IN CONTROL ARRANGEMENTS

The Corporation has established a revocable, funded grantor trust, which, in the event a change in control of the Corporation occurs, would become irrevocable with funds thereunder to be available to apply to the Corporation's obligations under two of its deferred compensation plans. Those plans cover key employees, including Messrs. Sissel, Hicks, Sheldon, Hoover, and Emerson. Under the trust, "change in control" can occur by virtue, in general terms, of an acquisition by any person of 40 percent or more of the Corporation's voting shares; a merger in which shareholders of the Corporation before the merger own less than 60 percent of the Corporation's Common Stock after the merger; shareholder approval of a plan to sell or dispose of substantially all of the assets of the Corporation; a change of a majority of the Corporation's Board of

Directors within a 12-month period unless approved by two-thirds of the directors in office at the beginning of such period; a threatened change in control, deemed to exist if there is an agreement or public announcement of a change in control; and by the adoption by the Board of Directors of a resolution to the effect that a change in control has occurred for purposes of the trust. The trust was partially funded as of December 31, 1995, with the cash values of company-owned life insurance policies on the lives of various employees, including participants in the plans. Subsequent acquisition of a Letter of Credit now ensures that the trust will be fully funded in the event of a change in control. Approximately \$5.7 million of cash value under the policies would be available currently to cover the approximately \$30.6 million of current deferred compensation account balances of the beneficiaries of the trust. In the event of a change in control, up to an additional \$32 million would be available under the trust pursuant to the Letter of Credit. If the funds set aside in the trust would be insufficient to pay amounts due the beneficiaries, then the Corporation would remain obligated to pay those amounts. In the event of the insolvency of the Corporation, the funds in the trust would be available to satisfy the claims of the creditors of the Corporation. The trust was not established in response to any effort to acquire control of the Corporation, and the Board is not aware of any such effort.

The Corporation has change in control severance agreements with certain key employees, including Messrs. Sissel, Hicks, Sheldon, Hoover, and Emerson. The agreements are effective on a year-to-year basis and would provide severance benefits in the event of both a change in control of the Corporation and an actual or constructive termination of employment within two years after a change in control. Under the agreements, a "change in control" can occur by virtue, in general terms, of an acquisition by any person of 30 percent or more of the Corporation's voting shares; a merger in which the shareholders of the Corporation before the merger own 50 percent or less of the Corporation's voting shares after the merger; shareholder approval of a plan of liquidation or to sell or dispose of substantially all of the assets of the Corporation; and if, during any two-year period, directors at the beginning of the period fail to constitute a majority of the Board of Directors. "Actual termination" is any termination other than by death or disability, by the Corporation for cause, or by the executive other than for constructive termination. "Constructive termination" means, in general terms, any significant reduction in duties, compensation or benefits or change of office location from those in effect immediately prior to the change in control, unless agreed to by the executive. The severance benefits payable, in addition to base salary and incentive compensation accrued through the date of termination, shall include two times current annual base salary and target incentive compensation, the bargain element value of then outstanding stock options, the present value of the amount by which pension payments would have been larger had the executive accumulated two additional years of benefit service; two years of life, disability, accident and health benefits; outplacement services; and legal fees and expenses reasonably incurred in enforcing the agreements. In the event such benefits, together with other benefits paid because of a change in control, would be subject to the excise tax imposed under Section 280G of the Internal Revenue Code, the Corporation would reimburse the executive for such excise taxes paid, together with taxes incurred as a result of such reimbursement. The agreements were not entered into in response to any effort to acquire control of the Corporation, and the Board is not aware of any such effort.

The Corporation has severance benefit agreements with certain key employees, including Messrs. Sissel, Hicks, Sheldon, Hoover, and Emerson. The agreements are effective for an initial three-year term. On the first anniversary of their effective date and on each anniversary date thereafter, the term is extended for one additional year unless notice of non-extension is given. The agreements provide severance benefits in the event of an actual or constructive termination of employment. (Mr. Hicks' agreement is for a fixed term of two years and provides for payment of a retention bonus at the expiration of the two-year term provided he is employed by the Corporation or a successor owner of the aerospace business, or in the event of actual or constructive termination prior to expiration of the agreement.) "Actual termination" is any termination other than by death or disability, by the Corporation for cause, or by the executive other than for

constructive termination. "Constructive termination" means, in general terms, any significant reduction in duties, compensation or benefits, unless agreed to by the executive. The severance benefits payable, in addition to base salary and incentive compensation accrued through the date of termination, shall include two times current annual base salary and target incentive compensation; the present value of the amount by which pension payments would have been larger had the executive accumulated two additional years of benefit service; two years of life, disability, accident and health benefits; outplacement services; and legal fees and expenses reasonably incurred in enforcing the agreements. Upon the occurrence of a change in control as defined in the change in control severance agreements, the executive is entitled to the greater of the benefit provided in this agreement and the benefit provided in the change in control severance agreement. Upon the occurrence of a change in control as defined in the change in control severance agreements, the executive is entitled to the greater of each of the benefits provided in this agreement and each of the benefits provided in the change in control severance agreement, including reimbursement

thereunder resulting from excise taxes which may be incurred as a result of such payments.

DIRECTORS' COMPENSATION

Directors who are not employees of the Corporation receive as compensation an annual retainer of \$22,000. The Chairman of the Board receives an additional annual retainer of \$100,000. Nonemployee directors receive a fee of \$1,000 for attending each Board meeting; a fee of \$750 for attending one or more committee meetings held on any one day; a fee of \$250 per month for serving as chairman of a Board committee; and a per diem allowance of \$500 for special assignments. In addition, nonemployee members of the Executive Committee receive a fee of \$1,000 for attending each committee meeting. Directors who are also employees of the Corporation receive no additional compensation for their service on the Board or on any Board committee.

Under the Ball Corporation 1986 Deferred Compensation Plan for Directors, nonemployee directors may elect to defer the payment of all or a portion of their directors' fees, including the annual retainer and the board and committee meeting fees. Interest is credited annually to the accounts at a rate equal to the annual average composite yield on Moody's Seasonal Corporate Bond Yield Index plus five percent. The fees, together with credited interest, may be deferred until no later than the year following the year of retirement as a director and may be distributed over a period not to exceed fifteen (15) years, both as selected by the director. In order to provide for its liabilities under the Plan, the Corporation purchased insurance on lives of participating directors.

The 1991 Restricted Stock Plan for Nonemployee Directors of Ball Corporation authorizes the award of Common Stock of the Corporation to directors who, at the time of grant, are not employees of the Corporation or any of its subsidiaries. Mr. Bracken received a 1,000-share award upon election as a director on April 26, 1995, and Mr. Lehman received a 1,000-share award upon re-election as a director on April 26, 1995. All participants will receive additional 1,000-share awards each upon re-election for three-year terms. Newly eligible participants will receive 1,000-share awards each when they are elected or appointed for initial terms and upon re-election for three-year terms. The restrictions against disposal of the shares will lapse upon the termination of the director's service to the Corporation as a director, for whatever reason other than voluntary resignation, in which case the restriction will not lapse and the director will forfeit the shares. For federal income tax purposes, the value of the shares will be taxable to the recipient as compensation income in an amount equal to the fair market value of the Common Stock on the date the restrictions lapse.

The Corporation has a Retirement Plan for Nonemployee Directors of Ball Corporation, under which a retiring director who is not and has not been an employee of the Corporation will be eligible for benefits under the Plan if he has attained the age of 65 and has five or more full years of service as a director. The amount of annual retirement income will be a percentage of the annual retainer being paid to the director in effect at the time of his retirement from the Board. A retiring director with the minimum of five years of service will receive 50 percent of the annual retainer. For each additional year of service, the retired director will receive an additional 10 percent of the annual retainer, up to a maximum total annual retirement benefit income equal to 100 percent of the annual retainer. The annual retirement benefit will be paid for up to the same number of years as those served on the Board, but will be discontinued upon and not payable after the death of the retired director.

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REPORT OF THE HUMAN RESOURCES COMMITTEE ON EXECUTIVE COMPENSATION

OVERALL POLICY

The Human Resources Committee (the "Committee") of the Board of Directors oversees the administration of executive compensation programs and determines the compensation of the executive officers of Ball Corporation. The Committee is composed solely of independent, nonemployee directors and employs a compensation consulting firm to advise and provide input in the course of its deliberations.

Total compensation of executive officers of the Corporation, including the Chief Executive Officer, is determined after reviewing the executive's performance and the pay of similarly situated executives at other manufacturing firms of similar size (based upon total employment and sales), capital structure, customer base, market orientation and employee demographics. Companies chosen for this comparison are the same as those included in the peer group for purposes of the performance graph, except that such information was not available for two of the peer group companies.

ANNUAL COMPENSATION

The Committee generally intends that target total annual compensation, defined as the sum of base salary and incentive compensation at target, for each of the Corporation's executive officers will approximate the 50th percentile of what comparable companies are paying. The target total annual compensation level

for each executive, other than the Chief Executive Officer, is determined based on recommendation from the Chief Executive Officer, together with the Committee's consideration of the executive's responsibilities, individual performance and the performance of the executive's area of responsibility. The Chief Executive Officer's target total annual compensation is similarly determined in relation to the market's 50th percentile, the Committee's assessment of individual performance and the financial performance of the Corporation. For the purpose of determination of target total annual compensation, the evaluation of each executive's performance, including the Chief Executive Officer, is largely subjective and no specific weighting is assigned to any particular factor. Target total annual compensation for each of the executives named in the accompanying Executive Compensation Summary, including the Chief Executive Officer, approximated the 50th percentile.

After the Committee has established the appropriate target total annual compensation for an executive, base salary is determined by dividing target total annual compensation by the sum of one plus the executive's incentive compensation participation rate. When target performance as defined in the EVA Incentive Compensation Plan (the "EVA Plan"), discussed below, is attained, the executive will be paid a total annual compensation which equals that established by the Committee as appropriate for his performance and when compared to similarly situated executives at other companies. Incentive compensation participation rates for executives, including the Chief Executive Officer, are set by organizational level; for example, all senior executive officers, including the Chief Executive Officer, participate at the same rate, while other officers participate at lower rates and other key employees at lower rates yet. The Committee intends that a larger percentage of an executive's target total annual compensation be at risk, when compared with compensation survey data. Such data is analyzed to determine the levels of incentive participation and target total compensation. If the survey data indicates a target incentive compensation rate of 55 to 60 percent, for example, Ball Corporation could be expected to use a rate of 65 percent, thereby causing target total annual compensation to be composed of a lower base salary and a higher at-risk incentive compensation.

Base salary is referred to as "salary" in the Summary Compensation Table and incentive compensation actually earned by an executive officer is reported under the heading "Bonus." Actual incentive compensation earned is not, in part or in total, discretionary, but instead is driven by the Economic Value Added (EVA) targets approved by the Committee at the beginning of the year. The EVA targets are calculated taking into account historical performance, the company's cost of capital and the capital investment of each business unit. The resulting targets are set at levels requiring improvement in EVA each year. The EVA Plan applies to all officers and other key employees.

The EVA Plan awards incentive compensation to executives based upon actual performance of the Corporation, or in certain cases the actual performance of the profit center for which the executive is responsible, in achieving improvements in EVA relative to the established EVA targets. Improvement in EVA occurs when the ratio of net operating profit after tax to capital employed in the business increases over time. It establishes a direct link between incentive compensation and return earned on capital relative to a specified target return. EVA was selected as the measure for the Corporation's incentive plan on the belief that it correlates closely management's incentive with shareholder total return.

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If actual performance for the year is higher than the target performance level, then the actual incentive compensation for such year will be higher than target. Whenever actual performance falls below the target performance level, the executive will receive incentive compensation less than target. If performance falls below the minimum acceptable level established in the EVA Plan, then no incentive compensation will be earned, and the executive's annual compensation will consist only of base salary for the year. The Committee intends that an executive's target incentive compensation should be a significant portion of his target total compensation. In the case of the named executives in the Summary Compensation Table, the portion of target total annual compensation represented by target incentive compensation is approximately 40 percent. It is not intended or perceived as a "bonus" but rather as the component of total compensation which is "at risk" as an incentive, dependent on operating performance. For the years ended December 31, 1994 and 1995, actual incentive compensation for the Named Executive Officers was above target for each named executive. The incentive compensation levels for 1995 reflect the above-target performance of the Corporation as a whole and for one of the operating groups. Incentive compensation for Messrs. Sissel, Hoover and Emerson was based entirely on the performance of the Corporation as a whole, as measured by the EVA Plan, while the other named officers' incentive compensation levels were based 80 percent on the performance of their areas of profit responsibility and 20 percent on the performance of the Corporation as a whole.

LONG-TERM INCENTIVE PROGRAM

The Corporation's long-term incentive program consists of two types of plans, the calculation of which is targeted at the 50th percentile of market, both based upon the performance of Ball Corporation's Common Stock. The first

type comprises broad-based employee stock option plans designed to encourage employee stock ownership and to recognize and reward employees for their levels of responsibility in building shareholder value. Grants of stock options to employees, including executive officers, are generally made by the Committee after considering the recommendation of the Chief Executive Officer, based primarily on the level of the employee's position within the Corporation, taking into account the number of outstanding and previously granted options. Stock options granted to the Chief Executive Officer are determined by the Committee in relation to grant levels of other executive officers within the Corporation and a subjective evaluation of his past and expected performance as well as the number of outstanding and previously granted options. As the stock option plans are long term in nature, grants are determined independently of the shorter-term EVA Plan.

The second part of the Corporation's long-term incentive program is the Long-Term Cash Incentive Plan. This plan is limited in its participation to selected key executives, including Messrs. Sissel, Hicks, Sheldon, Hoover and Emerson, who contribute and are expected to continue to contribute materially to the success of Ball Corporation and its subsidiaries through their leadership skills, vision and dedication. The plan provides cash awards on the basis of Ball's total shareholder return performance, i.e., stock price appreciation plus dividends, relative to targets predetermined by the Committee, over three-year performance cycles which begin at the start of each calendar year. The first two cycles, however, were of shorter duration in the start-up phase of this plan. The first opportunity for payout under this plan was based on the period August 1, 1994, through December 31, 1995, and resulted in no payout, and therefore no compensation under this plan is reported in the accompanying Summary Compensation Table.

Under present circumstances, the Committee believes that the compensation program described above will not result in compensation for any of the Corporation's executives in excess of the one million dollar federal income tax deduction cap applicable for years beginning January 1, 1995.

The foregoing report has been furnished by the following directors and members of the Human Resources Committee:

W. Thomas Stephens, Chairman
 John T. Hackett
 John F. Lehman
 William P. Stiritz

SHAREHOLDER RETURN PERFORMANCE PRESENTATION

Set forth below is a line graph comparing the yearly percentage change in Ball Corporation's cumulative total shareholder return on its Common Stock with the cumulative total return of the S&P Composite 500 Stock Index and a peer group of companies selected for the period of five years commencing January 1, 1990, and ending December 31, 1995.

COMPARISON OF FIVE-YEAR CUMULATIVE TOTAL RETURN AMONG BALL CORPORATION
 COMMON, S&P COMPOSITE 500 AND SELECTED PEER ISSUER GROUP

EDGAR REPRESENTATION OF DATA POINTS USED IN PRINTED GRAPHIC

<TABLE>
 <CAPTION>

<S>	BALL CORP. <C>	S&P 500 <C>	PEER GROUP W/BALL <C>
1990	100	100	100
1991	147	130	128
1992	142	140	144
1993	143	155	173
1994	152	157	172
1995	137	215	217

</TABLE>

Notes: Assumes \$100 invested on December 31, 1990.
 Total return assumes reinvestment of dividends.
 Peer group total return weighted by market capitalization.

The Peer Issuer Group was selected from among manufacturing firms having similarities in the following criteria:

- Size (total employment and sales)
- Capital structure (similar debt/equity ratios)
- Customer base (companies selling to other companies rather than directly to the consumer)
- Market orientation (primarily domestic with some international)
- Employee demographics (companies with long-service employees)

with ages similar to Ball Corporation employees)

Companies included in the Peer Issuer Group in addition to Ball Corporation are: Arvin Industries, Inc.; Cummins Engine Company, Inc.; Eaton Corporation; GenCorp Inc.; General Signal Corporation; Harsco Corp.; Illinois Tool Works, Inc.; Maytag Corporation; Parker-Hannifin Corp.; Sequa Corporation; The Stanley Works; Sundstrand Corporation; and Tyco International Ltd.

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RELATIONSHIP WITH INDEPENDENT PUBLIC ACCOUNTANTS AND CERTAIN
OTHER RELATIONSHIPS AND RELATED TRANSACTIONS

During 1995, Price Waterhouse LLP rendered audit and non-audit services to the Corporation. Audit services included examinations of the consolidated financial statements and statutory financial statements required to be filed; reviews of quarterly financial data and filings with the Securities and Exchange Commission; and consultations relating to the application of generally accepted accounting principles to transactions into which the Corporation has entered. Non-audit services included advice and consultations relating to acquisitions and dispositions then being considered by the Corporation. It is the policy of the Audit Committee of the Board of Directors to approve in advance the engagement of Price Waterhouse LLP for all audit and, except for minor assignments, non-audit services. Representatives of Price Waterhouse LLP are expected to be present at the Annual Meeting of Shareholders and to be available to respond to appropriate questions and to make a statement if they so desire.

RATIFICATION OF APPOINTMENT OF INDEPENDENT PUBLIC ACCOUNTANTS

The Board of Directors recommends that the shareholders vote for ratification of the appointment of Price Waterhouse LLP as independent public accountants for 1996. If the appointment of Price Waterhouse LLP is not ratified by the shareholders, the Audit Committee will select another firm of independent public accountants for 1996.

COMPLIANCE WITH SECTION 16(A) OF THE SECURITIES EXCHANGE ACT OF 1934

The Corporation believes that during 1995 its directors and executive officers complied with all Section 16 filing requirements, with the exception of one late report. David B. Sheldon, Executive Vice President, Packaging Operations, inadvertently neglected to file with the SEC a Form 4 within the appropriate filing period to report a sale of the Corporation's stock by his wife, for whose holdings he disclaims beneficial ownership.

SOLICITATION AND OTHER MATTERS

The cost of soliciting proxies will be paid by the Corporation. In addition to solicitations by mail, some directors, officers and regular employees of the Corporation, without extra remuneration, may conduct solicitations by telephone, facsimile and personal interview. The Corporation will reimburse brokerage firms and other custodians, nominees and fiduciaries for reasonable expenses incurred by them in sending proxy material and annual reports to the beneficial owners of Common Stock. In addition, the Corporation has engaged Beacon Hill Partners, Inc., to assist it in the solicitation of proxies, for a fee of approximately \$3,000, plus out-of-pocket expenses.

As of the date of this Proxy Statement, the Board of Directors of the Corporation has no knowledge of any matters to be presented for consideration at the meeting other than those referred to above. However, persons named in the accompanying form of proxy shall have authority to vote such proxy as to any other matters which do properly come before the meeting and as to matters incidental to the conduct of the meeting, according to their discretion.

By Order of the Board of Directors

Elizabeth A. Overmyer
CORPORATE SECRETARY

March 18, 1996
Muncie, Indiana

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[LOGO]

BALL CORPORATION
345 SOUTH HIGH STREET
MUNCIE, INDIANA 47305

BALL CORPORATION
345 SOUTH HIGH STREET, MUNCIE, INDIANA 47305

PROXY/VOTING INSTRUCTION CARD

P
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Y

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS FOR THE ANNUAL MEETING ON APRIL 24, 1996.

The undersigned hereby appoints Edmund F. Ball, John W. Fisher and Alvin Owsley and each or any of them as Proxies, with full power of substitution, to vote all shares of Ball Corporation Common Stock entitled to be voted by the undersigned for the election of directors and on Proposal 2 referred to on the reverse side of this Proxy Card and described in the Proxy Statement, and on any other business as properly may come before the Annual Meeting of Shareholders on Wednesday, April 24, 1996, or any adjournment thereof.

THIS PROXY WILL BE VOTED AS DIRECTED. IF NO DIRECTION IS GIVEN, THIS PROXY WILL BE VOTED FOR ITEMS 1 AND 2.

Election of three Directors. Nominees are:
George McFadden, W. Thomas Stephens and William P. Stiritz

YOU ARE ENCOURAGED TO SPECIFY YOUR VOTES BY MARKING THE APPROPRIATE BOXES ON THE REVERSE SIDE.

PLEASE SIGN AND DATE ON THE REVERSE SIDE AND MAIL PROMPTLY IN THE ENCLOSED ENVELOPE.

/x/ Please mark your votes as in this example. 3101

THIS PROXY WHEN PROPERLY EXECUTED WILL BE VOTED IN THE MANNER DIRECTED HEREIN BY THE UNDERSIGNED STOCKHOLDER(S).
IF NO DIRECTION IS MADE, THIS PROXY WILL BE VOTED FOR THE ELECTION OF DIRECTORS AND FOR PROPOSAL 2.

The Board of Directors recommends a vote FOR the election of directors and Proposal 2.

1. Election of Directors.

FOR WITHHOLD authority for all Nominees
/ / / /

To withhold authority to vote for any specific nominee(s), mark the "FOR" box and write the name of each such nominee for whom you are withholding authority to vote on the line provided below.

2. Proposal to approve the appointment of Price Waterhouse LLP as the independent public accountants of the Corporation.

FOR AGAINST ABSTAIN
/ / / / / /

3. In their discretion, the proxies are authorized to vote upon such other business as properly may come before the meeting.

Please sign exactly as name appears at left. When signing as attorney, executor, administrator, trustee or guardian, please give full title as such. If a corporation, please sign in full corporate name by President or other authorized officer. If a partnership, please sign in partnership name by authorized person.

SIGNATURE(S)

DATE