

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

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|--|---|--|
| 1. Name and Address of Reporting Person* <u>Pauley Lisa Ann</u> (Last) (First) (Middle) <u>10 LONGS PEAK DRIVE</u> (Street) <u>BROOMFIELD CO 80021-2510</u> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>BALL CORP [BLL]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>VP, Administration & Compliance</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>01/28/2009</u> | |
| | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|-------|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price | | | |

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|--|--|---|--|--------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | | | | | | Title |
| Stock Option (iso) (Right to Buy) | \$40.08 | 01/28/2009 | | A ⁽¹⁾ | | 2,100 | | 01/28/2010 | 01/28/2019 | Common Stock | 2,100 | \$0 | 2,100 | D | |
| Stock Appreciation Rights (sars) | \$40.08 | 01/28/2009 | | A ⁽²⁾ | | 11,900 | | 01/28/2010 | 01/28/2019 | Common Stock | 11,900 | \$0 | 11,900 | D | |
| ISO By spouse | \$40.08 | 01/28/2009 | | A ⁽³⁾ | | 900 | | 01/28/2010 | 01/28/2019 | Common Stock | 900 | \$0 | 900 | I | By Spouse ⁽⁷⁾ |
| SARS By Spouse | \$40.08 | 01/28/2009 | | A ⁽⁴⁾ | | 24,100 | | 01/28/2010 | 01/28/2019 | Common Stock | 24,100 | \$0 | 24,100 | I | By spouse ⁽⁷⁾ |
| Restricted Stock Units | \$40.08 | 01/28/2009 | | A ⁽⁵⁾ | | 5,600 | | 01/31/2012 | 01/31/2012 | Common Stock | 5,600 | \$0 | 23,100 | I | By Spouse ⁽⁷⁾ |
| Restricted Stock Units | \$40.08 | 01/28/2009 | | A ⁽⁶⁾ | | 3,000 | | 01/31/2012 | 01/31/2012 | Common Stock | 3,000 | \$0 | 12,750 | D | |

Explanation of Responses:

- Incentive stock option (ISO) granted under the Ball Corporation 2005 Stock & Cash Incentive Plan. The option vests in four annual installments beginning one year after date of grant.
- SARS (Stock Appreciation Rights) granted under the Ball Corporation 2005 Stock and Cash Incentive Plan. The stock appreciation rights vest in four annual installments beginning one year after date of grant.
- Spouse's incentive stock option (ISO) grant under the Ball Corporation 2005 Stock & Cash Incentive Plan. The option vests in four annual installments beginning one year after date of grant.
- Spouse's SARS (Stock Appreciation Rights) granted under the Ball Corporation 2005 Stock and Cash Incentive Plan. The stock appreciation rights vest in four annual installments beginning one year after date of grant.
- Spouse's performance contingent restricted stock unit grant under the 2005 Stock and Cash Incentive Plan, which vests in three years upon the attainment of the performance criteria.
- Performance contingent restricted stock unit grant under the 2005 Stock and Cash Incentive Plan, which vests in three years upon the attainment of the performance criteria.
- The reporting person expressly disclaims beneficial ownership of these securities.

/s/ Robert W. McClelland,
attorney-in-fact for Ms. Pauley

01/30/2009

** Signature of Reporting Person

Date

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

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.