

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

1. Name and Address of Reporting Person* <u>WESTERLUND DAVID A</u>  (Last) (First) (Middle) <u>BALL CORPORATION</u> <u>10 LONGS PEAK DR.</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>EXEC VP, ADMIN &amp; CORP SEC</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/01/2010</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/01/2010		J <sup>(1)</sup>		9,216	A	\$50.91	146,509.7323	D	
Common Stock	02/01/2010		S <sup>(2)</sup>		1,750	D	\$50.798 <sup>(5)</sup>	144,759.7323	D	
Common Stock	02/01/2010		M <sup>(3)</sup>		1,750	A	\$10.6125	146,509.7323	D	
Common Stock	02/01/2010		F <sup>(4)</sup>		4,284	D	\$50.91	142,225.7323	D	
Common Stock								2,643.588	I	401(k) Plan <sup>(6)</sup>
Common Stock								25,078	I	By Spouse <sup>(7)</sup>

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Restricted Stock Units	(1)	02/01/2010		J <sup>(1)</sup>			13,500	(1)	(1)	Common Stock	13,500	\$50.91	47,500	D	
Employee Stock Option (Right to Buy)	\$10.6125	02/01/2010		M <sup>(3)</sup>			1,750	(8)	03/06/2011	Common Stock	1,750	\$0	68,250	D	

**Explanation of Responses:**

- Lapse of restrictions on Performance Contingent Restricted Stock Units as a result of attainment of the performance criteria.
- Sale of stock in accordance with reporting person's pre-arranged 10b5-1 plan adopted by the reporting person on December 8, 2009.
- Exercise of Stock Options.
- Shares withheld for the payment of the tax obligation on the lapse of restrictions on Table II performance contingent restricted stock units.
- Amendment of previously filed Form 4 correcting the sales price of the stock options. The stock value was shown as \$50.91 and should have been \$50.798.
- Total number of 401(k) Plan shares includes shares acquired through periodic dividend reinvestment, participant's contributions and employer matching contributions.
- The reporting person expressly disclaims beneficial ownership of the spouse's securities.
- Shares exercisable beginning one year after grant in 25% increments and thereafter annually upon the anniversary of the date of grant of the stock option.

/s/ Charles E. Baker, attorney-in-fact for Mr. Westerlund 02/02/2010

\*\* 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.