SEC Form 4

FORM 4

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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* NICHOLSON JAN	2. Issuer Name **and** Ticker or Trading Symbol BALL CORP [BLL]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

(Last)	(First)	(Middle)
BALL CORPORATION		
10 LONGS PEAK DR.		

X	Director		10% Owner
	Officer (give title below)		Other (specify below)

3. Date of Earliest Transaction (Month/Day/Year)
04/27/2011

(Street)		
BROOMFIELD	CO	80021-2510
(City)	(State)	(Zip)

4. If Amendment, Date of Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)
X 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 Indirect 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	Amount or Number of Shares				
Restricted Stock Units	(1)	04/27/2011		A(1)		2,702		(1)	(1)	Common Stock	2,702	$37.01	19,038	D	

Explanation of Responses:

1. Annual Restricted Stock Unit Award (RSU) granted to non-employee Directors under Ball Corporation's Stock and Cash Incentive Plan.

/s/ Janice L. Rodriguez, attorney-in-fact for Ms. Nicholson

04/28/2011

** 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.

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, that the undersigned hereby
constitutes and appoints Janice L. Rodriguez as her true
and lawful attorney-in-fact to:

(1)   execute for and on behalf of the undersigned, in the
undersigned's capacity as a director of Ball Corporation (the
"Company"), any and all reports required to be filed by the
undersigned in accordance with Section 16(a) of the Securities
Exchange Act of 1934 and the rules thereunder;

(2)   do and perform any and all acts for and on behalf of
the undersigned which may be necessary or desirable to complete
and execute any such Form 3, 4 or 5 or other required report and
timely file such report with the United States Securities and
Exchange Commission and any stock exchange or similar authority;
and

(3)   take any other action of any type whatsoever in
connection with the foregoing which, in the opinion of such
attorney-in-fact, may be of benefit to, in the best interest of, or
legally required by, the undersigned, it being understood that the
documents executed by such attorney-in-fact on behalf of the
undersigned, pursuant to this Power of Attorney, shall be in such
form and shall contain such terms and conditions as such attorney-
in-fact may approve in her discretion.

The undersigned hereby grants to each such attorney-in-fact full
power and authority to do and perform each and every act and
thing whatsoever requisite, necessary, and proper to be done in the
exercise of any of the rights and powers herein granted, as fully to
all intents and purposes as the undersigned might or could do if
personally present, with full power of substitution or revocation,
hereby ratifying and confirming all that such attorney-in-fact,
or her substitute or substitutes, shall lawfully do or cause to be
done by virtue of this Power of Attorney and the rights and powers
herein granted. The undersigned acknowledges that no such
attorney-in-fact, in serving in such capacity at the request of the
undersigned, is hereby assuming, nor is the Company hereby assuming,
any of the undersigned's responsibilities to comply with
Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the
undersigned is no longer required to file reports under Section 16
with respect to the undersigned's holdings of and transactions in
securities issued by the Company, unless earlier revoked by the
undersigned in a signed writing delivered to the foregoing
attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney
to be executed as of this 26th day of January 2011.

Signature: /s/ Jan Nicholson

Printed Name: Jan Nicholson