

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

1. Name and Address of Reporting Person* <u>Barker Shawn M</u> (Last) (First) (Middle) <u>10 LONGS PEAK DRIVE</u> (Street) <u>BROOMFIELD CO 80021</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>BALL CORP [BLL]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>01/31/2012</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below) <u>Vice President & Controller</u> 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
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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	01/31/2012		M ⁽¹⁾		9,400	A	\$25.225	17,158.2977	D	
Common Stock	01/31/2012		M ⁽²⁾		1,127	A	\$25.055	18,285.2977	D	
Common Stock	01/31/2012		M ⁽¹⁾		7,500	A	\$20.04	25,785.2977	D	
Common Stock	01/31/2012		M ⁽²⁾		100	A	\$25.055	25,885.2977	D	
Common Stock	01/31/2012		S		100	D	\$39.16	25,785.2977	D	
Common Stock	01/31/2012		M ⁽²⁾		774	A	\$24.66	26,559.2977	D	
Common Stock	01/31/2012		M ⁽²⁾		529	A	\$24.66	27,088.2977	D	
Common Stock	01/31/2012		S		529	D	\$39.17	26,559.2977	D	
Common Stock	01/31/2012		M ⁽²⁾		336	A	\$24.66	26,895.2977	D	
Common Stock	01/31/2012		S		336	D	\$39.16	26,559.2977	D	
Common Stock	01/31/2012		M ⁽²⁾		611	A	\$24.66	27,170.2977	D	
Common Stock	01/31/2012		S		611	D	\$39.15	26,559.2977	D	
Common Stock	01/31/2012		J ⁽³⁾		2,000	A	\$39.26	28,559.2977	D	
Common Stock	01/31/2012		F ⁽⁴⁾		706	D	\$39.26	27,853.2977	D	
Common Stock	01/31/2012		M ⁽¹⁾		1,500	A	\$25.055	29,353.2977	D	
Common Stock	01/31/2012		M ⁽¹⁾		750	A	\$24.66	30,103.2977	D	
Common Stock	01/31/2012		M ⁽²⁾		304	A	\$25.055	30,407.2977	D	
Common Stock	01/31/2012		S		304	D	\$39.15	30,103.2977	D	
Common Stock	01/31/2012		M ⁽²⁾		1,844	A	\$25.055	31,947.2977	D	
Common Stock	01/31/2012		S		1,844	D	\$39.14	30,103.2977	D	
Common Stock	01/31/2012		F ⁽⁵⁾		13,739	D	\$39.26	16,364.2977	D	
Common Stock								478.29	I	401(k) Plan ⁽⁶⁾

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				
Stock Option (iso) (Right to Buy)	\$25.055	01/31/2012		M ⁽²⁾			1,127	04/23/2009	04/23/2018	Common Stock	1,127	\$0	4,873	D	
Stock Appreciation Rights (sars)	\$25.225	01/31/2012		M ⁽¹⁾			9,400	01/27/2011	01/27/2020	Common Stock	9,400	\$0	9,400	D	

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				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Appreciation Rights (sars)	\$20.04	01/31/2012		M ⁽¹⁾			7,500	01/28/2010	01/28/2019	Common Stock	7,500	\$0	2,500	D	
Stock Appreciation Rights (sars)	\$25.055	01/31/2012		M ⁽¹⁾			1,500	04/23/2009	04/23/2018	Common Stock	1,500	\$0	1,500	D	
Stock Option (iso) (Right to Buy)	\$25.055	01/31/2012		M ⁽²⁾			304	04/23/2009	04/23/2018	Common Stock	304	\$0	4,569	D	
Stock Option (iso) (Right to Buy)	\$24.66	01/31/2012		M ⁽²⁾			774	04/25/2008	04/25/2017	Common Stock	774	\$0	1,476	D	
Stock Option (iso) (Right to Buy)	\$24.66	01/31/2012		M ⁽²⁾			529	04/25/2008	04/25/2017	Common Stock	529	\$0	947	D	
Stock Option (iso) (Right to Buy)	\$24.66	01/31/2012		M ⁽²⁾			336	04/25/2008	04/25/2017	Common Stock	336	\$0	611	D	
Stock Option (iso) (Right to Buy)	\$24.66	01/31/2012		M ⁽²⁾			611	04/25/2008	04/25/2017	Common Stock	611	\$0	0	D	
Restricted Stock Units	(7)	01/31/2012		J ⁽⁸⁾			4,000	(8)	(8)	Common Stock	4,000	\$39.26	21,000	D	
Deferred Compensation Company Stock Plan	(9)	01/31/2012		J ⁽¹⁰⁾		2,400		(11)	(11)	Common Stock	2,400	\$39.26	10,718.2509	D	
Stock Appreciation Rights (sars)	\$24.66	01/31/2012		M ⁽¹⁾			750	04/25/2008	04/25/2017	Common Stock	750	\$0	0	D	
Stock Option (iso) (Right to Buy)	\$25.055	01/31/2012		M ⁽²⁾			1,844	04/23/2009	04/23/2018	Common Stock	1,844	\$0	2,725	D	
Stock Option (iso) (Right to Buy)	\$25.055	01/31/2012		M ⁽²⁾			100	04/23/2009	04/23/2018	Common Stock	100	\$0	2,625	D	

Explanation of Responses:

- Exercise of Stock Appreciation Rights (SARS).
- Exercise of stock option (ISO).
- Common stock acquired upon the lapse of Table II restricted Stock Units.
- Shares withheld for the payment of the tax obligation on the lapse of restrictions on Table II restricted stock units.
- Shares withheld for the payment of the tax obligation on the exercise of Stock Appreciation Rights (SARS).
- Total number of 401(k) Plan shares acquired through periodic dividend reinvestment, participant's contributions and employer matching contributions.
- Each restricted stock unit represents a contingent right to receive one share of Ball Corporation Common Stock.
- Lapse of restricted stock units.
- Each unit may be settled for a single share of stock or the equivalent amount of cash pursuant to the Ball Corporation Deferred Compensation Company Stock Plan.
- Lapse of restricted stock units deferred into Ball Corporation's Deferred Compensation Company Stock Plan and may include company match.
- Stock Units in the Ball Corporation Deferred Compensation Company Stock Plan are distributed upon the separation of service in accordance with the Plan.

/s/ Robert W. McClelland,
attorney-in-fact for Mr. Barker

02/02/2012

** 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.

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