

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**FORM 8-K**

CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF  
THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): **September 3, 2008**

**Ball Corporation**

(Exact Name of Registrant as Specified in its Charter)

**Indiana**  
(State or Other Jurisdiction of Incorporation)

**1-7349**  
(Commission File  
Number)

**35-0160610**  
(IRS Employer  
Identification No.)

**10 Longs Peak Drive, P.O. Box 5000**  
**Broomfield, CO**  
(Address of Principal Executive Offices)

**80021-2510**  
(Zip Code)

**(303) 469-3131**  
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2 (b))
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4 (c))
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**Item 8.01. Other Events.**

***Consent Solicitation.*** On September 3, 2008, Ball Corporation (the "Company") issued a press release announcing that it commenced a consent solicitation from holders of its 6 7/8 % senior notes due 2012 (the "Notes") to amend certain provisions of the indenture governing the Notes (the "Indenture"). The primary purpose of the proposed amendments is to amend certain provisions of the Indenture governing restricted payments, so that such provisions generally match provisions governing restricted payments contained in the indenture governing the Company's 6 5/8 % senior notes due 2018.

The consent solicitation commenced September 3, 2008 and will expire at 5 p.m. Eastern time on September 16, 2008, unless extended. Only record holders of Notes as of the close of business on September 2, 2008 will be eligible to consent to the proposed amendments. The consent solicitation is conditioned on the receipt of consents from record holders representing at least a majority in aggregate principal amount of the outstanding Notes and other customary conditions. Holders of the Notes who properly consent to the proposed amendments before the consent solicitation expires and do not validly revoke such consent will receive a cash payment of \$2.50 for each \$1,000 in principal amount of Notes for which they give consents. A copy of the press release is attached hereto as Exhibit 99.1 and hereby incorporated herein.

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**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release dated September 3, 2008

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**BALL CORPORATION**

Date: September 8, 2008

By: /s/ Charles E. Baker

Name: Charles E. Baker

Title: Vice President, General Counsel  
and Assistant Corporate Secretary

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## EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release dated September 3, 2008

**News Release**

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**For Immediate Release**

Investor Contact: Ann T. Scott  
Media Contact: Scott McCarty

<http://www.ball.com>  
303-460-3537, [ascott@ball.com](mailto:ascott@ball.com)  
303-460-2103, [smccarty@ball.com](mailto:smccarty@ball.com)

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## **Ball Corporation Announces Commencement of Consent Solicitation**

BROOMFIELD, Colo., Sept. 3, 2008—Ball Corporation [NYSE:BLL] today announced it has commenced the solicitation of consents from holders of its 6 7/8 percent senior notes due 2012 to amend certain provisions of the indenture governing the notes. The primary purpose of the proposed amendments is to amend certain provisions of the indenture governing restricted payments, so that such provisions generally match provisions governing restricted payments contained in the indenture governing Ball's 6 5/8 percent senior notes due 2018.

The consent solicitation commenced today and will expire at 5 p.m. Eastern time on Sept. 16, 2008, unless extended. Only record holders of notes as of 5 p.m. Eastern time, on Sept. 2, 2008, will be eligible to consent to the proposed amendments. The consent solicitation is conditioned on the receipt of consents from record holders representing at least a majority in aggregate principal amount of the outstanding notes and other customary conditions. Holders of the notes who properly consent to the proposed amendments before the consent solicitation expires and do not validly revoke such consent will receive a cash payment of \$2.50 for each \$1,000 in principal amount of notes for which they give consents.

Noteholders with questions regarding the consent solicitation should contact Lehman Brothers Inc., the solicitation agent, at 800-438-3242 or 212-528-7581. Copies of the consent solicitation statement and related documents can be obtained from D.F. King & Co., Inc., the information and tabulation agent, at 800-431-9643 or 212-269-5550.

- more -

**Ball Corporation**

10 Longs Peak Drive • P.O. Box 5000 • Broomfield, CO 80021

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Ball Corporation is a supplier of high-quality metal and plastic packaging for beverage, food and household products customers, and of aerospace and other technologies and services, primarily for the U.S. government. Ball Corporation and its subsidiaries employ more than 15,500 people worldwide and reported 2007 sales of approximately \$7.4 billion. For the latest Ball news and for other company information, please visit <http://www.ball.com>.

**Forward-Looking Statements**

This release contains "forward-looking" statements concerning future events and financial performance. Words such as "expects," "anticipates," "estimates" and similar expressions are intended to identify forward-looking statements. Such statements are subject to risks and uncertainties which could cause actual results to differ materially from those expressed or implied. The company undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. Key risks and uncertainties are summarized in filings with the Securities and Exchange Commission, including Exhibit 99.2 in our Form 10-K, which are available at our Web site and at [www.sec.gov](http://www.sec.gov). Factors that might affect our packaging segments include fluctuation in product demand and preferences; availability and cost of raw materials, including recent significant increases in resin, steel, aluminum and energy costs, and the ability to pass such increases on to customers; competitive packaging availability, pricing and substitution; changes in climate and weather; crop yields; competitive activity; failure to achieve anticipated productivity improvements or production cost reductions, including our beverage can end project; mandatory deposit or other restrictive packaging laws; changes in major customer or supplier contracts or loss of a major customer or supplier; and changes in foreign exchange rates, tax rates and activities of foreign subsidiaries. Factors that might affect our aerospace segment include: funding, authorization, availability and returns of government and commercial contracts; and delays, extensions and technical uncertainties affecting segment contracts. Factors that might affect the company as a whole include those listed plus: accounting changes; changes in senior management; the current global credit squeeze; successful or unsuccessful acquisitions, joint ventures or divestitures; integration of recently acquired businesses; regulatory action or laws including tax, environmental, health and workplace safety, including in respect of chemicals or substances used in raw materials or in the manufacturing process; governmental investigations; technological developments and innovations; goodwill impairment; antitrust, patent and other litigation; strikes; labor cost changes; rates of return projected and earned on assets of the company's defined benefit retirement plans; pension changes; reduced cash flow; interest rates affecting our debt; and changes to unaudited results due to statutory audits or other effects.

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