

Pauley Lisa Ann
Form 4
February 02, 2010

FORM 4

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

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Pauley Lisa Ann

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)

3. Date of Earliest Transaction (Month/Day/Year)
02/01/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP, Administration & Compliance

10 LONGS PEAK DRIVE

(Street)

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

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

BROOMFIELD, CO 80021-2510

(City) (State) (Zip)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) Code V Amount Price | | | |
| Common Stock | 02/01/2010 | | F(1) | 150 D \$ 50.91 | 10,812.6835 | D | |
| Common Stock | 02/01/2010 | | J(2) | 4 A \$ 50.91 | 43,867.9444 | I | By Spouse (3) |
| Common Stock | 02/01/2010 | | F(1) | 246 D \$ 50.91 | 43,621.9444 | I | By Spouse (3) |
| Common Stock | | | | | 640.959 | I | 401(k) Plan (4) |

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

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(9-02)

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 Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|
| | | | | | | Date Exercisable | Expiration Date | |
| Restricted Stock Units | (2) | 02/01/2010 | | J(2) | 3,000 | (2) | (2) | Common Stock |
| Deferred Compensation Company Stock Plan | (5) | 02/01/2010 | | J(6) | 3,242.8501 | (7) | (7) | Common Stock |
| Restricted Stock Units | (2) | 02/01/2010 | | J(2) | 5,000 | (2) | (2) | Common Stock |
| Deferred Compensation Company Stock Plan | (5) | 02/01/2010 | | J(6) | 5,142.8501 | (7) | (7) | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Pauley Lisa Ann 10 LONGS PEAK DRIVE BROOMFIELD, CO 80021-2510 | | | VP, Administration & Compliance | |

Signatures

/s/ Charles E. Baker, attorney-in-fact for Ms. Pauley
02/02/2010

**Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(1)

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Shares withheld for the payment of the tax obligation on the lapse of restrictions on Table II performance contingent restricted stock units.

- (2) Lapse of restrictions on Performance Contingent Restricted Stock Units as a result of attainment of the performance criteria.
- (3) The reporting person expressly disclaims beneficial ownership of the securities owned by Spouse.
- (4) Total number of 401(k) Plan shares includes shares acquired through periodic dividend reinvestment, participant's contributions and employer matching contributions.
- (5) 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.
- (6) Lapse of restrictions on Performance Contingent Restricted Stock Units as a result of attainment of the performance criteria. Units deferred to the Deferred Compensation Company Stock Plan and may include company match.
- (7) Stock units in Ball Corporation's Deferred Compensation Company Stock Plan are distributed upon the separation of service in accordance with the Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.