BAKER CHARLES E

Form 4

December 15, 2006

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

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response...

if no longer subject to Section 16. Form 4 or

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

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

1(b).

(City)

Security

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person * **BAKER CHARLES E**

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

BALL CORP [BLL]

(Check all applicable)

(First) (Middle) (Last)

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

Director 10% Owner X_ Officer (give title Other (specify

BALL CORPORATION, 10 LONGS

12/15/2006

below) below)

PEAK DR.

VP,GEN COUNSEL & ASST CORP SEC

4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check

(Street)

(Zip)

Execution Date, if

(Month/Day/Year)

Applicable Line) _X_ Form filed by One Reporting Person

Filed(Month/Day/Year)

(Instr. 8)

Form filed by More than One Reporting

(Instr. 4)

Person

BROOMFIELD, CO 80021-2510

(State)

(Month/Day/Year)

1. Title of 2. Transaction Date 2A. Deemed

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

(Instr. 3, 4 and 5)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I)

Following Reported

Transaction(s)

(A) (Instr. 3 and 4) Code V Amount (D) Price

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

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SEC 1474 (9-02)

(Instr. 4)

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

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number Transaction of Derivative Expiration Date Code Securities

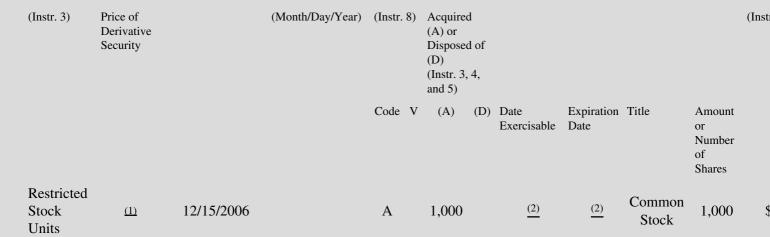
6. Date Exercisable and (Month/Day/Year)

7. Title and Amount of 8. Pr **Underlying Securities** (Instr. 3 and 4)

Deri

Secu

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

BAKER CHARLES E BALL CORPORATION 10 LONGS PEAK DR. BROOMFIELD, CO 80021-2510

VP,GEN COUNSEL & ASST CORP SEC

Signatures

By: Robert W. McClelland, AssocGenCounsel For: Charles E. Baker

12/15/2006

**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) Restricted Stock Units awarded under the Deposit Share Program under the 2005 Stock and Cash Incentive Plan. Each restricted stock unit represents a contingent right to receive one share of Ball Corporation Common Stock.

The restricted stock unit swill cliff lapse after four years from the restricted stock unit grant date. The lapsing restrictions may be accelerated by meeting the reporting person's stock ownership guidelines. If the stock ownership guidelines are met, then 30% of the

restriction will lapse in the second year, 30% in the third year and 40% in the fourth year on either March 31, June 30, September 30 or December 31, the quarter immediately following the anniversary of the restricted stock unit grant date. Vested shares will be delivered to the reporting person in accordance with the aforementioned terms, or, if the shares are deferred, in accordance with the reporting person's deferral elections or the terms of the Plan.

Remarks:

Total number of 401(k) Plan shares include shares acquired through periodic dividend reinvestment and employer matching co

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