HAYES JOHN A Form 4 February 02, 2010

FORM 4

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

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OMB APPROVAL

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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).

(Print or Type Responses)

1. Name and Address of Reporting Person <u>*</u> HAYES JOHN A

(First)

2. Issuer Name **and** Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

BALL CORP [BLL]

(Middle)

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

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

(Check all applicable)

BALL CORPORATION, 10 LONGS 02/01/2010

PEAK DR.

(Last)

__X__ Officer (give title _____ Other (specify below)

PRESIDENT & C.O.O. BALL CORP.

4. If Amendment, Date 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

BROOMFIELD, CO 80021-2510

(City) (State) (Zip)

(Street)

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

1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Indirect Beneficial (Instr. 3, 4 and 5) Ownership (Month/Day/Year) (Instr. 8) Owned (T) Following (Instr. 4) (Instr. 4)

(A) Reported Transaction(s) (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)

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of Derivative	6. Date Exercisable and	7. Title and
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	or Securities Acquired (A) or	Expiration Date	Underlying
Security	or Exercise		any	Code	Disposed of (D)	(Month/Day/Year)	(Instr. 3 ar

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8) (Instr. 3, 4, and 5)						
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Restricted Stock Units	(1)	02/01/2010		J <u>(1)</u>			10,000	<u>(1)</u>	<u>(1)</u>	Commo Stock
Deferred Compensation Company Stock Plan	(2)	02/01/2010		J <u>(3)</u>		10,392.8501		<u>(4)</u>	<u>(4)</u>	Commo Stock

Reporting Owners

Reporting Owner Name / Address	Relationships					
• 0	Director	10% Owner	Officer	Other		
HAYES JOHN A BALL CORPORATION	X		PRESIDENT & C.O.O. BALL CORP.			
10 LONGS PEAK DR. BROOMFIELD, CO 80021-2510	Λ					

Signatures

/s/ Charles E. Baker, attorney-in-fact for Mr.
Hayes

**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) Lapse of restrictions on Performance Contingent Restricted Stock Units as a result of attainment of the performance criteria.
- (2) 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.
- (3) 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.
- (4) 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.

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