HAYES JOHN A Form 4

November 23, 2004

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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).

Security

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person * HAYES JOHN A

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

below)

BALL CORP [BLL]

(Last)

(First) (Middle) 3. Date of Earliest Transaction

(Month/Day/Year)

11/19/2004

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

(Check all applicable)

BALL CORPORATION, 10 LONGS PEAK DR.

(Street)

4. If Amendment, Date Original

Code

(Instr. 8)

VP, CORP STRATEGY & DEV 6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year) Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting Person

(A)

BROOMFIELD, CO 80021-2510

(City) (State) (Zip) 1. Title of 2. Transaction Date 2A. Deemed

(Month/Day/Year)

3. 4. Securities Execution Date, if TransactionAcquired (A) or

Disposed of (D) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned

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

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (T) (Instr. 4) (Instr. 4)

Following 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.

(Month/Day/Year)

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Conversion Security or Exercise

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

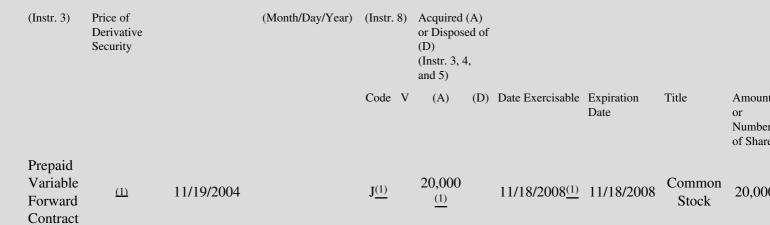
any

4. 5. Number of **Transaction**Derivative Code Securities

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

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

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

HAYES JOHN A
BALL CORPORATION
10 LONGS PEAK DR.
BROOMFIELD, CO 80021-2510

VP, CORP STRATEGY & DEV

Signatures

By: Charles E. Baker, GenCounsel&AsstCorpSec For: John A.
Hayes

11/23/2004

**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).

On 11-19-04, John A. Hayes entered into a prepaid variable forward contract (Contract) with a broker/dealer (Buyer) for disposition of 20,000 shares of Ball Corp Common Stock (Ball Shares). Contract obligates Mr. Hayes to deliver to Buyer on 11-18-08 (Settlement Date) a number of Ball Shares equal to \$859,400 (currently 20,000 Ball Shares @\$42.97). In exchange Mr. Hayes initially receives a

(1) portion of the settlement price. The number of Ball Shares to be sold by Mr. Hayes under Contract will be 20,000 base amount & will depend on whether the ceiling price is above floor price. To fulfill the Contract, Ball Shares have been delivered to Buyer but will not be sold until 11-18-08. At Mr. Hayes's option, he may deliver cash equivalent to value of required number of Ball Shares to be delivered on Settlement Date.

Remarks:

Total number of Common Shares directly owned includes shares acquired through participation in the Ball Corporation Employence. 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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