

Pauley Lisa Ann
 Form 4
 September 19, 2012

FORM 4

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

OMB APPROVAL

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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)
 10 LONGS PEAK DRIVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 09/18/2012

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

BROOMFIELD, CO 80021-2510
 (City) (State) (Zip)

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price | | |
| Common Stock | 09/18/2012 | | J ⁽¹⁾ | | 8.1343 A \$ 43.12 | 31,144.5799 | D |
| Common Stock | 09/18/2012 | | J ⁽¹⁾ | | 84.7055 A \$ 43.12 | 130,566.0533 | I By Spouse ⁽²⁾ |
| Common Stock | 09/19/2012 | | M ⁽³⁾ | | 5,000 A \$ 14.0775 | 36,144.5799 | D |
| Common Stock | 09/19/2012 | | S | | 3,151 D \$ 42.9903 | 32,993.5799 | D |
| Common Stock | 09/19/2012 | | M ⁽³⁾ | | 9,000 A \$ 14.0775 | 139,566.0533 | I By Spouse |

| | | | | | | | | |
|--------------|------------|---|-------|---|-------|--------------|---|----------------------|
| Common Stock | 09/19/2012 | S | 3,073 | D | \$ 43 | 136,493.0533 | I | (2) By Spouse (2) |
| Common Stock | | | | | | 2,135.808 | I | 401(k) Plan (4) |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|
| | | | | Code V | (A) (D) | Date Exercisable Expiration Date | Title |
| Deferred Compensation Company Stock Plan | (5) | 09/18/2012 | | J(6) | 90.0747 | (7) (7) | Common Stock |
| Deferred Compensation Company Stock Plan | (5) | 09/18/2012 | | J(6) | 209.1475 | (7) (7) | Common Stock |
| Employee Stock Option (Right to Buy) | \$ 14.0775 | 09/19/2012 | | M(3) | 5,000 | (8) 04/23/2013 | Common Stock |
| Stock Option (Right to Buy) | \$ 14.0775 | 09/19/2012 | | M(3) | 9,000 | (8) 04/22/2013 | 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 | | | SR VP, HR & Administration | |

Signatures

/s/ Janice L. Rodriguez, attorney-in-fact for Ms.
Pauley

09/19/2012

__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) Dividend reinvestment in Ball Corporation's 2000 Deferred Compensation Company Stock Plan.
- (2) The reporting person expressly disclaims beneficial ownership of the securities owned by Spouse.
- (3) Exercise of stock options.
- (4) Total number of 401(k) Plan 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) Dividend reinvestment in Ball Corporation's Deferred Compensation Company Stock Plan.
- (7) Stock units in Ball Corporation's Deferred Compensation Company Stock Plan are distributed upon the separation of service in accordance with the Plan.
- (8) Shares exercisable beginning one year after grant in 25% increments and thereafter annually upon the anniversary of the date of the grant of the incentive stock option.

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.