

OWENS ILLINOIS INC /DE/

Form 4

December 08, 2010

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
STROUCKEN ALBERT P L

(Last) (First) (Middle)

ONE MICHAEL OWENS WAY

(Street)

PERRYSBURG, OH 43551

(City) (State) (Zip)

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

OWENS ILLINOIS INC /DE/ [OI]

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

12/06/2010

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify  
below)

Board Chair &amp; CEO

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)
Common Stock (Direct)	07/13/2010		A	V 50,000 D \$ 0	307,746	D	
Common Stock (Indirect)	07/13/2010		A	V <u>50,000</u> (1) A \$ 0	50,000	I	By GRAT
Common Stock (Direct)	12/06/2010		S	107 <u>(2)</u> D \$ 28.76	307,639	D	
Common Stock	12/06/2010		S	100 <u>(2)</u> D \$ 28.77	307,539	D	

(Direct)

Common Stock (Direct)	12/06/2010	S	900 <sup>(2)</sup>	D	\$ 28.78	306,639	D
Common Stock (Direct)	12/06/2010	S	1,800 <sup>(2)</sup>	D	\$ 28.79	304,839	D
Common Stock (Direct)	12/06/2010	S	2,100 <sup>(2)</sup>	D	\$ 28.8	302,739	D
Common Stock (Direct)	12/06/2010	S	700 <sup>(2)</sup>	D	\$ 28.82	302,039	D
Common Stock (Direct)	12/06/2010	S	100 <sup>(2)</sup>	D	\$ 28.83	301,939	D
Common Stock (Direct)	12/06/2010	S	600 <sup>(2)</sup>	D	\$ 28.84	301,339	D
Common Stock (Direct)	12/06/2010	S	3,400 <sup>(2)</sup>	D	\$ 28.85	297,939	D
Common Stock (Direct)	12/06/2010	S	600 <sup>(2)</sup>	D	\$ 28.86	297,339	D
Common Stock (Direct)	12/06/2010	S	750 <sup>(2)</sup>	D	\$ 28.87	296,589	D
Common Stock (Direct)	12/06/2010	S	350 <sup>(2)</sup>	D	\$ 28.88	296,239	D

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.**

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 Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned
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Security

Acquired  
(A) or  
Disposed  
of (D)  
(Instr. 3,  
4, and 5)Follow  
Report  
Trans  
(Instr

Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director	10% Owner	Officer	Other
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STROUCKEN ALBERT P L  
ONE MICHAEL OWENS WAY  
PERRYSBURG, OH 43551

X

Board Chair &amp; CEO

## Signatures

James W. Baehren for Albert P.L.  
Stroucken

12/08/2010

\_\_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) These shares were previously reported as directly beneficially owned but were contributed to a grantor retained annuity trust on July 13, 2010.

(2) All shares were sold by the reporting person to cover the withholding tax on shares of restricted stock on which the restrictions lapsed.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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