

Pauley Lisa Ann
Form 4
December 18, 2012

FORM 4

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

OMB APPROVAL

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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

(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

3. Date of Earliest Transaction (Month/Day/Year)
12/17/2012

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

(Street)
BROOMFIELD, CO 80021-2510

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

(City) (State) (Zip)

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	(A) or (D)	Price	
Common Stock	12/17/2012		J ⁽¹⁾		7.9538	A	\$ 44.2	33,001.5337 D
Common Stock	12/17/2012		J ⁽¹⁾		82.8274	A	\$ 44.2	134,094.9542 I By Spouse ⁽²⁾
Common Stock	12/18/2012		M ⁽³⁾		9,000	A	\$ 14.0775	143,094.9542 I By Spouse ⁽²⁾
Common Stock	12/18/2012		S		7,800	D	\$ 44.37	135,294.9542 I By Spouse ⁽²⁾

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Common Stock	12/18/2012	S	1,200	D	\$ 44.39	134,094.9542	I	By Spouse <u>(2)</u>
Common Stock						2,193.815	I	401(k) Plan <u>(4)</u>

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

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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 Security (Instr. 3 and 4)
				Code V (A) (D)		Date Exercisable Expiration Date	Title
Deferred Compensation Company Stock Plan	<u>(5)</u>	12/17/2012		J <u>(6)</u>	88.0774	<u>(7)</u> <u>(7)</u>	Common Stock
Deferred Compensation Company Stock Plan	<u>(5)</u>	12/17/2012		J <u>(6)</u>	204.51	<u>(7)</u> <u>(7)</u>	Common Stock
Stock Option (iso) (Right to Buy)	\$ 14.0775	12/18/2012		M <u>(3)</u>	9,000	<u>(8)</u> 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

12/18/2012

__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 Incentive Stock Options (ISO)
- (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.