YOUNG THOMAS L

Form 4 May 09, 2011

## FORM 4

### OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

Expires: January 31, 2005

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue.

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

See Instruction 1(b).

(Print or Type Responses)

| 1. Name and A<br>YOUNG TH | ddress of Report | rting Person * | 2. Issuer Name and Ticker or Trading Symbol                  | 5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)                             |  |  |  |
|---------------------------|------------------|----------------|--|--|--|--|--|
| (Last)                    | (First)          | (Middle)       | OWENS ILLINOIS INC /DE/ [OI] 3. Date of Earliest Transaction |  |  |  |  |
| ONE MICHAEL OWENS WAY     |                  |                | (Month/Day/Year)<br>05/06/2011                               | X Director 10% Owner<br>Officer (give title below) Other (specification)                             |  |  |  |
| (Street)                  |                  |                | 4. If Amendment, Date Original                               | 6. Individual or Joint/Group Filing(Check  |  |  |  |
| PERRYSBU                  | JRG, OH 43:      | 551            | Filed(Month/Day/Year)  | Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person |  |  |  |
| (City)                    | (State)          | (Zip)          | Table I - Non-Derivative Securities A                        | cquired, Disposed of, or Beneficially Owned  |  |  |  |
| 1 Title of                | 2 Transaction    | Date 2A Dee    | emed 3 4 Securities  | 5 Amount of 6 Ownership 7 Nature of  |  |  |  |

| (City)                 | (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned |                  |   |                     |     |       |                         |                           |                       |  |
|------------------------|--|------------------|---|---------------------|-----|-------|-------------------------|---------------------------|-----------------------|--|
| 1.Title of<br>Security | 2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if                             |                  | 3. 4. Securities TransactionAcquired (A) or |                     |     | r     | 5. Amount of Securities | 6. Ownership Form: Direct | 7. Nature of Indirect |  |
| (Instr. 3)             | ( , , , , , , , , , , , , , , , , , , ,  | any              | Code  | Disposed of (D)     |     |       | Beneficially            | (D) or                    | Beneficial            |  |
|                        |  | (Month/Day/Year) | (Instr. 8)                                  | (Instr. 3, 4 and 5) |     |       | Owned                   | Indirect (I)              | Ownership             |  |
|                        |  |                  |   |                     |     |       | Following               | (Instr. 4)                | (Instr. 4)            |  |
|                        |  |                  |   |                     | (A) |       | Reported                |                           |                       |  |
|                        |  |                  |   |                     | or  |       | Transaction(s)          |                           |                       |  |
|                        |  |                  | Code V                                      | Amount              | (D) | Price | (Instr. 3 and 4)        |                           |                       |  |
| Common                 |  |                  |   |                     |     |       |                         |                           |                       |  |
| Stock                  | 05/06/2011   |                  | A   | 2,721               | A   | \$0   | 18,927                  | D                         |                       |  |
| (Direct)               |  |                  |   |                     |     |       |                         |                           |                       |  |
| ·                      |  |                  |   |                     |     |       |                         |                           | * 1                   |  |
| Common                 |  |                  |   |                     |     |       | 379                     | I                         | Individual            |  |
| Stock                  |  |                  |   |                     |     |       |                         |                           | IRA                   |  |

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

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#### 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 |                    | 4.         | 5.         | 6. Date Exer        |                 | 7. Title a |        | 8. Price of | 9. Nu   |
|-------------|-------------|---------------------|--------------------|------------|------------|---------------------|-----------------|------------|--------|-------------|---------|
| Derivative  | Conversion  | (Month/Day/Year)    | Execution Date, if |            | onNumber   | Expiration D        |                 | Amount     |        | Derivative  | Deriv   |
| Security    | or Exercise |                     | any                | Code       | of         | (Month/Day/         | Year)           | Underly    | _      | Security    | Secui   |
| (Instr. 3)  | Price of    |                     | (Month/Day/Year)   | (Instr. 8) | Derivative | e                   |                 | Securitie  | es     | (Instr. 5)  | Bene    |
|             | Derivative  |                     |                    |            | Securities | S                   |                 | (Instr. 3  | and 4) |             | Own     |
|             | Security    |                     |                    |            | Acquired   |                     |                 |            |        |             | Follo   |
|             | ,           |                     |                    |            | (A) or     |                     |                 |            |        |             | Repo    |
|             |             |                     |                    |            | Disposed   |                     |                 |            |        |             | Trans   |
|             |             |                     |                    |            | of (D)     |                     |                 |            |        |             | (Instr  |
|             |             |                     |                    |            | (Instr. 3, |                     |                 |            |        |             | (IIISti |
|             |             |                     |                    |            | 4, and 5)  |                     |                 |            |        |             |         |
|             |             |                     |                    |            | 4, and 3)  |                     |                 |            |        |             |         |
|             |             |                     |                    |            |            |                     |                 | A          | mount  |             |         |
|             |             |                     |                    |            |            | D.                  | E               | 01         | r      |             |         |
|             |             |                     |                    |            |            | Date<br>Exercisable | Expiration Date | Title N    | umber  |             |         |
|             |             |                     |                    |            |            |                     |                 | 01         |        |             |         |
|             |             |                     |                    | Code V     | (A) (D)    |                     |                 |            | hares  |             |         |

## **Reporting Owners**

Relationships Reporting Owner Name / Address Director 10% Owner Officer Other YOUNG THOMAS L ONE MICHAEL OWENS WAY X PERRYSBURG, OH 43551

## **Signatures**

James W. Baehren for Thomas L. 05/09/2011 Young

> \*\*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).

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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