

Knobel Jeff A
 Form 4
 February 06, 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 *
 Knobel Jeff A

(Last) (First) (Middle)
 10 LONGS PEAK DRIVE
 (Street)

BROOMFIELD, CO 80005

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 BALL CORP [BLL]

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/02/2012

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)
 Vice President & Treasurer

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 02/02/2012 | | M ⁽¹⁾ | | 800 | A | \$ 17.055 |
| Common Stock | 02/02/2012 | | S | | 800 | D | \$ 40.12 |
| Common Stock | 02/02/2012 | | M ⁽¹⁾ | | 419 | A | \$ 17.055 |
| Common Stock | 02/02/2012 | | S | | 419 | D | \$ 40.11 |
| Common Stock | 02/02/2012 | | M ⁽¹⁾ | | 4,281 | A | \$ 17.055 |

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| | | | | | | | | |
|--------------|------------|------------------|-------|---|-----------|-------------|---|---------------------|
| Common Stock | 02/02/2012 | M ⁽²⁾ | 2,625 | A | \$ 20.04 | 19,071.6963 | D | |
| Common Stock | 02/02/2012 | D ⁽²⁾ | 1,730 | D | \$ 39.7 | 17,341.6963 | D | |
| Common Stock | 02/02/2012 | M ⁽³⁾ | 875 | A | \$ 20.04 | 18,216.6963 | D | |
| Common Stock | 02/02/2012 | M ⁽³⁾ | 550 | A | \$ 25.225 | 18,766.6963 | D | |
| Common Stock | 02/02/2012 | S | 4,281 | D | \$ 40.1 | 14,485.6963 | D | |
| Common Stock | | | | | | 575.181 | I | 401K ⁽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 Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | Code V (A) (D) | | Date Exercisable Expiration Date | Title | |
| Employee Stock Option (Right to Buy) | \$ 17.055 | 02/02/2012 | | M ⁽¹⁾ | 800 | ⁽⁵⁾ 04/28/2014 | Common Stock | 800 |
| Stock Appreciation Rights (sars) | \$ 20.04 | 02/02/2012 | | M ⁽²⁾ | 2,625 | ⁽⁶⁾ 01/28/2019 | Common Stock | 2,625 |
| Employee Stock Option (Right to Buy) | \$ 17.055 | 02/02/2012 | | M ⁽¹⁾ | 419 | ⁽⁵⁾ 04/28/2014 | Common Stock | 419 |
| | \$ 17.055 | 02/02/2012 | | M ⁽¹⁾ | 4,281 | ⁽⁵⁾ 04/28/2014 | | 4,281 |

| | | | | | | | | | |
|--------------------------------------|-----------|------------|------------------|-----|-----|------------|--|--------------|-----|
| Employee Stock Option (Right to Buy) | | | | | | | | Common Stock | |
| Stock Option (iso) (Right to Buy) | \$ 20.04 | 02/02/2012 | M ⁽³⁾ | 875 | (7) | 01/28/2019 | | Common Stock | 875 |
| Stock Option (iso) (Right to Buy) | \$ 25.225 | 02/02/2012 | M ⁽³⁾ | 550 | (7) | 01/27/2020 | | Common Stock | 550 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Knobel Jeff A 10 LONGS PEAK DRIVE BROOMFIELD, CO 80005 | | | Vice President & Treasurer | |

Signatures

/s/ Charles E. Baker, Attorney-in-Fact for Mr. Knobel

02/06/2012

**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) Exercise of Stock Options.
- (2) Exercise of Stock Appreciation Rights (SARs).
- (3) Exercise of Stock Options (ISO).
- (4) Total number of 401(k) Plan shares acquired through periodic dividend reinvestment, participant's contributions and employer matching contributions.
- (5) Shares exercisable beginning one year after grant in 25% increments and thereafter annually upon the anniversary of the date of grant of the stock option.
- (6) Shares exercisable beginning one year after grant in 25% increments and thereafter annually upon the anniversary of the date of grant of the SARs.
- (7) Shares exercisable beginning one year after grant in 25% increments and thereafter annually upon the anniversary of the date of grant of the stock option (ISO).

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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