

BALL CORP
Form 4
March 21, 2016

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

(Last) (First) (Middle)

10 LONGS PEAK DRIVE

(Street)

BROOMFIELD, CO 80021-2510

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/17/2016

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)
SR VP, HR & Administration

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 | | | | | |
| Common Stock | 03/17/2016 | | M ⁽¹⁾ | | 5,500 | A | \$ 21.845 | 45,092.2969 | D | |
| Common Stock | 03/17/2016 | | F ⁽²⁾ | | 2,901 | D | \$ 71.59 | 42,191.2969 | D | |
| Common Stock | 03/17/2016 | | M ⁽³⁾ | | 5,500 | A | \$ 21.845 | 47,691.2969 | D | |
| Common Stock | 03/17/2016 | | F | | 1,679 | D | \$ 71.59 | 46,012.2969 | D | |
| Common Stock | | | | | | | | 2,867.929 | I | 401(k) Plan ⁽⁴⁾ |
| | | | | | | | | 142,455.0392 | I | |

Common
Stock

By
Spouse ⁽⁵⁾

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 |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|----------------------------|
| Stock Appreciation Rights (sars) | \$ 21.845 | 03/17/2016 | | M ⁽¹⁾ | 5,500 | 04/27/2007 04/27/2016 | Common Stock | 5,500 |
| Stock Option (iso) (Right to Buy) | \$ 21.845 | 03/17/2016 | | M ⁽³⁾ | 5,500 | ⁽⁶⁾ 04/27/2016 | Common Stock | 5,500 |

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/ Robert W. McClelland, attorney-in-fact for Ms. Pauley

03/21/2016

**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 Appreciation Rights (SARS).
- (2) Shares utilized to pay for the cost of the Stock Appreciation Rights (SARs) and for the payment of the tax obligation on the exercise of the SARs.
- (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) The reporting person expressly disclaims beneficial ownership of the securities owned by Spouse.
- (6) 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 (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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