

BAEHREN JAMES W
Form 4
March 11, 2009

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 *
BAEHREN JAMES W

(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)
03/07/2009

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, CAO & General Counsel

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 or (D) Price		
Common Stock	03/07/2009		A		17,408 (1)	A	\$ 0 84,000 D
Common Stock	03/07/2009		A		8,885 (2)	A	\$ 0 92,885 D
Common Stock	03/09/2009		S		433 (3)	D	\$ 10.15 92,452 D
Common Stock	03/11/2009		S		1,000 (3)	D	\$ 10.69 91,452 D
Common Stock	03/11/2009		S		2,600 (3)	D	\$ 10.7 88,852 D

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for the 2006-2008 grant period. The restricted stock units did not constitute derivative securities on the date of grant thereof.

- (2) The shares are subject to restrictions on sale that expire, either (i) as to 25% of the shares on each of the first four anniversaries of the date of grant of such shares, or (ii) in their entirety upon the grantee's death or disability prior to a termination of employment.
- (3) The shares sold by the Reporting Person were sold to cover the income tax due on previously granted restricted shares on which the restrictions lapsed on March 7, 2009, and shares received on March 7, 2009 under previously granted restricted stock units.
- (4) The option vests in four equal annual installments beginning on the first anniversary of the date of the grant.

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