

SEABROOK RAYMOND J
Form 4/A
December 22, 2008

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 *
SEABROOK RAYMOND J

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)

BALL CORPORATION, 10 LONGS
PEAK DR.

3. Date of Earliest Transaction
(Month/Day/Year)
12/15/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EXEC. V.P., & C.F.O.

(Street)

BROOMFIELD, CO 80021-2510

4. If Amendment, Date Original Filed(Month/Day/Year)
12/16/2008

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|--------------------------------------------|
| | | | Code | V | Amount | | |
| | | | | | Price | | |
| Common Stock | 12/15/2008 | | J ⁽¹⁾ | | 180.5057 | | |
| | | | | | <u>(2)</u> | | |
| | | | | A | \$ 39.31 | | |
| Common Stock | | | | | 148,897.4461 | D | |
| | | | | | <u>(2)</u> | | |
| Common Stock | | | | | 6,300.011 | I | 401(k) Plan <u>(3)</u> |
| | | | | | <u>(2)</u> | | |
| Common Stock | | | | | 3,750 | I | By Daughter <u>(4)</u> |
| | | | | | <u>(2)</u> | | |
| Common Stock | | | | | 3,750 | I | By Son <u>(4)</u> |
| | | | | | <u>(2)</u> | | |

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.

SEC 1474
(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 Security (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount |
| Deferred Compensation Company Stock Plan | (5) | 12/15/2008 | | J(6) | 115.1058 (2) | (7) (7) | Common Stock 115.0 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|------------------------------------------------------------------------------------------|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SEABROOK RAYMOND J BALL CORPORATION 10 LONGS PEAK DR. BROOMFIELD, CO 80021-2510 | | | EXEC. V.P., & C.F.O. | |

Signatures

/s/ Robert W. McClelland, attorney-in-fact for Mr. Seabrook
12/22/2008

__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 2000 Deferred Compensation Company Stock Plan.
- (2) Due to a migration to a new SEC filing platform, after September 15, 2008, the Form 4 filings made by Ball Corporation's reporting persons will show up to four decimal places with respect to the acquisition and ownership of securities by the reporting person.
- (3) Insider's 401K contribution and company match.
- (4) The reporting person expressly disclaims beneficial ownership of these securities.
- (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)

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Amending Insider's 12/15/08 Form 4. Due to an administrative error, the Form 4 filing on 12/15/08 reflected an incorrect amount of dividend equivalents applied to Insider's 2005 Deferred Compensation Company Stock Plan. This filing corrects that error.

- (7) Stock units in Ball Corporation's Deferred Compensation Company Stock Plan are distributed upon the separation of service in accordance with the Plan.

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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