

BALL CORP

Form 4/A

September 20, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
HOOVER R DAVID

(Last) (First) (Middle)

BALL CORPORATION, 10 LONGS
PEAK DR.

(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)

09/18/2006

4. If Amendment, Date Original
Filed(Month/Day/Year)
09/19/2006

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below)

CHAIRMAN, PRESIDENT & CEO

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	(D)	Price

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
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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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Prepaid Variable Forward Contract	(1)	09/18/2006	J(1)	80,000 (1)					09/18/2009(1)	09/18/2009	Common Stock	80,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOOVER R DAVID BALL CORPORATION 10 LONGS PEAK DR. BROOMFIELD, CO 80021-2510	X		CHAIRMAN, PRESIDENT & CEO	

Signatures

By: Charles E. Baker, VP, Gen Couns & Asst Corp Sec For: R. David Hoover 09/20/2006

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) On 09-18-06, the Suzanne A. Hoover Revocable Trust dated 1-30-97 as amended and restated 7-11-03 (the Trust) entered into a prepaid variable forward contract (Contract) with a broker/dealer (Buyer) for disposition of up to 80,000 shares of Ball Corp Common Stock (Ball Shares). Contract obligates the Trust to deliver to Buyer on 09-18-09 (Settlement Date), a number of Ball Shares equal to \$3,297,216 (currently 80,000 shares @ 41.2152). In exchange, the Trust initially receives 81% of \$3,297,216. Per the Contract, on the Settlement Date the Trust receives up to 130% of the \$41.2152 per share price (Ceiling Price) if Ball Shares appreciate above \$41.2152 per share (Floor Price). The number of shares to be sold by the Trust will be up to 80,000 Ball Shares & will depend on whether the Ceiling Price is above the Floor Price. At the Trust's option, it may deliver cash in an amount equivalent to the value of the required number of Ball Shares to be delivered on the Settlement Date.

(2) The reporting person expressly disclaims beneficial ownership of these securities; 80,000 of these shares are committed for use in a prepaid variable forward contract dated 09-18-06.

Remarks:

Total number of Common Shares directly owned includes shares acquired through participation on the Ball Corporation Employee Stock Purchase Plan.

Amending original Form 4 dated 09-19-06, as footnote had too many characters and truncated, resulting in the last two words being truncated.

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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