

Pauley Lisa Ann
 Form 3/A
 April 10, 2009

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | | 2. Date of Event Requiring Statement (Month/Day/Year) | 3. Issuer Name and Ticker or Trading Symbol | |
| A Pauley Lisa Ann | | | 04/25/2007 | BALL CORP [BLL] | |
| (Last) | (First) | (Middle) | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | | | (Check all applicable) | 04/30/2007 |
| 10 LONGS PEAK DRIVE | | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (Street) | | | | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (specify below) | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| BROOMFIELD, CO 80021-2510 | | | | VP, Administration & Compliance | <input type="checkbox"/> Form filed by More than One Reporting Person |
| (City) | (State) | (Zip) | | | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
|------------------------------------|--|---|--|

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|--|--|--|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |

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(Instr. 5)

| | | | | | | | |
|-----------------------------------|------------|------------|--------------|-----------------------|------------|---|--------------------------|
| Stock Appreciation Rights (sars) | 04/26/2007 | 04/26/2016 | Common Stock | 12,000 ⁽¹⁾ | \$ 43.69 | I | By Spouse ⁽²⁾ |
| Stock Appreciation Rights (sars) | 04/25/2008 | 04/25/2017 | Common Stock | 14,124 ⁽¹⁾ | \$ 49.32 | I | By Spouse ⁽²⁾ |
| Stock Option (iso) (Right to Buy) | 04/23/2003 | 04/23/2012 | Common Stock | 1,000 ⁽¹⁾ | \$ 23.745 | I | By Spouse ⁽²⁾ |
| Stock Option (iso) (Right to Buy) | 04/22/2004 | 04/22/2013 | Common Stock | 4,500 ⁽¹⁾ | \$ 28.155 | I | By Spouse ⁽²⁾ |
| Stock Option (iso) (Right to Buy) | 04/28/2005 | 04/28/2014 | Common Stock | 1,392 ⁽¹⁾ | \$ 34.11 | I | By Spouse ⁽²⁾ |
| Stock Option (iso) (Right to Buy) | 04/27/2006 | 04/27/2015 | Common Stock | 900 ⁽¹⁾ | \$ 39.74 | I | By Spouse ⁽²⁾ |
| Stock Option (iso) (Right to Buy) | 04/26/2007 | 04/26/2016 | Common Stock | 4,000 ⁽¹⁾ | \$ 43.69 | I | By Spouse ⁽²⁾ |
| Stock Option (iso) (Right to Buy) | 04/25/2008 | 04/25/2017 | Common Stock | 2,876 ⁽¹⁾ | \$ 49.32 | I | By Spouse ⁽²⁾ |
| Stock Option (Right to Buy) | 04/27/2000 | 04/28/2009 | Common Stock | 4,000 ⁽¹⁾ | \$ 13.7813 | I | By Spouse ⁽²⁾ |
| Stock Option (Right to Buy) | 04/25/2001 | 04/25/2010 | Common Stock | 3,000 ⁽¹⁾ | \$ 8.2657 | I | By Spouse ⁽²⁾ |
| Stock Option (Right to Buy) | 03/06/2002 | 03/06/2011 | Common Stock | 14,000 ⁽¹⁾ | \$ 10.6125 | I | By Spouse ⁽²⁾ |
| Stock Option (Right to Buy) | 04/23/2003 | 04/23/2012 | Common Stock | 12,000 ⁽¹⁾ | \$ 23.745 | I | By Spouse ⁽²⁾ |
| Stock Option (Right to Buy) | 04/22/2004 | 04/22/2013 | Common Stock | 4,500 ⁽¹⁾ | \$ 28.155 | I | By Spouse ⁽²⁾ |
| Stock Option (Right to Buy) | 04/28/2005 | 04/28/2014 | Common Stock | 6,608 ⁽¹⁾ | \$ 34.11 | I | By Spouse ⁽²⁾ |
| Stock Option (Right to Buy) | 04/27/2006 | 04/27/2015 | Common Stock | 9,100 ⁽¹⁾ | \$ 39.74 | I | By Spouse ⁽²⁾ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Pauley Lisa Ann 10 LONGS PEAK DRIVE BROOMFIELD, CO 80021-2510 | Â | Â | Â VP, Administration & Compliance | Â |

Signatures

/s/ Charles E. Baker, attorney-in-fact for Ms.
Pauley

04/10/2009

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Amending Reporting Person's Form 3 to include Spouse's previous holdings not included in the original Form 3.
 - (2) The reporting person expressly disclaims beneficial ownership of these securities.

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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