

OWENS ILLINOIS INC /DE/

Form 4

December 08, 2010

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 *
STROUCKEN ALBERT P L

(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)

12/06/2010

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)

Board Chair & 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)
Common Stock (Direct)	07/13/2010		A	V 50,000 D \$ 0	307,746	D	
Common Stock (Indirect)	07/13/2010		A	V <u>50,000</u> (1) A \$ 0	50,000	I	By GRAT
Common Stock (Direct)	12/06/2010		S	107 <u>(2)</u> D \$ 28.76	307,639	D	
Common Stock	12/06/2010		S	100 <u>(2)</u> D \$ 28.77	307,539	D	

(Direct)

Common Stock (Direct)	12/06/2010	S	900 ⁽²⁾	D	\$ 28.78	306,639	D
Common Stock (Direct)	12/06/2010	S	1,800 ⁽²⁾	D	\$ 28.79	304,839	D
Common Stock (Direct)	12/06/2010	S	2,100 ⁽²⁾	D	\$ 28.8	302,739	D
Common Stock (Direct)	12/06/2010	S	700 ⁽²⁾	D	\$ 28.82	302,039	D
Common Stock (Direct)	12/06/2010	S	100 ⁽²⁾	D	\$ 28.83	301,939	D
Common Stock (Direct)	12/06/2010	S	600 ⁽²⁾	D	\$ 28.84	301,339	D
Common Stock (Direct)	12/06/2010	S	3,400 ⁽²⁾	D	\$ 28.85	297,939	D
Common Stock (Direct)	12/06/2010	S	600 ⁽²⁾	D	\$ 28.86	297,339	D
Common Stock (Direct)	12/06/2010	S	750 ⁽²⁾	D	\$ 28.87	296,589	D
Common Stock (Direct)	12/06/2010	S	350 ⁽²⁾	D	\$ 28.88	296,239	D

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	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned
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Security

Acquired
(A) or
Disposed
of (D)
(Instr. 3,
4, and 5)Follow
Repor
Trans
(Instr

Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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Reporting Owners

Reporting Owner Name / Address

Relationships

Director	10% Owner	Officer	Other
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STROUCKEN ALBERT P L
ONE MICHAEL OWENS WAY
PERRYSBURG, OH 43551

X

Board Chair & CEO

Signatures

James W. Baehren for Albert P.L.
Stroucken

12/08/2010

__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) These shares were previously reported as directly beneficially owned but were contributed to a grantor retained annuity trust on July 13, 2010.

(2) All shares were sold by the reporting person to cover the withholding tax on shares of restricted stock on which the restrictions lapsed.

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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