Lopez Andres Alberto Form 4 March 11, 2013

FORM 4

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

OMB APPROVAL

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEF

Number: 3235-0287 Expires: January 31, 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

Section 16. Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person * Lopez Andres Alberto			2. Issuer Name and Ticker or Trading Symbol OWENS ILLINOIS INC /DE/ [OI]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1			
			(Month/Day/Year)	Director 10% Owner			
ONE MICHAEL OWENS WAY			03/07/2013	Officer (give title Other (specify below) VP, President of Latin America			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person			
PERRYSBURG, OH 43551				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 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) 5. Amount of 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction Disposed of (D) Securities Ownership Indirect (Instr. 3) (Instr. 3, 4 and 5) Beneficially Code Form: Beneficial (Month/Day/Year) (Instr. 8) Owned Direct (D) Ownership Following or Indirect (Instr. 4) Reported (A) Transaction(s) (Instr. 4) (Instr. 3 and 4) Code V Amount Price Common 1,944 Stock D 03/07/2013 \$0 32,219 A (1) (Direct) Common 4,795 Stock 03/07/2013 A A \$0 37,014 D (2) (Direct) Common \$ 1,695 Stock 03/07/2013 S D 26.0122 35,319 D (3) (Direct) (4) Common Ι 401-K 2,969.804

Plan

(Indirect)

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

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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	5. Number of orDerivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ŕ	`	,
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (3/07/2013 \$26.07)	\$ 26.07	03/07/2013		A	10,097	<u>(5)</u>	03/07/2020	Common Stock (Direct)	10,097

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Lopez Andres Alberto

ONE MICHAEL OWENS WAY PERRYSBURG, OH 43551

VP, President of Latin America

Signatures

James W. Baehren for Andres A. Lopez

03/08/2013

**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).
 - Restricted shares received by the reporting person on March 7, 2013 pursuant to action taken on that date by the Company's
- (1) Compensation Committee determining the number of shares payable to the reporting person under certain restricted stock units granted for the 2010-2012 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.

Reporting Owners 2

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- (3) All shares were sold by the reporting person to cover the withholding tax on shares of restricted stock on which the restrictions lapsed and on shares payable under the restricted stock units granted for the 2010-2012 grant period.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$25.94 to \$26.07, inclusive. The reporting person undertakes to provide the Company, any security holder of the Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
- (5) The option vests in four equal annual installments beginning on the first anniversary of the date of the grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.