

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

FORM S-8
 REGISTRATION STATEMENT
 UNDER
 THE SECURITIES ACT OF 1933

OWENS-ILLINOIS, INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
 (State of Incorporation)

22-2781933
 (I.R.S. Employer Identification No.)

One Michael Owens Way
Perrysburg, Ohio 43551-2999
 (Address of Principal Executive Offices including Zip Code)

AMENDED AND RESTATED OWENS-ILLINOIS, INC. 2005 INCENTIVE AWARD PLAN
 (Full Title of the Plan)

James W. Baehren
Senior Vice President Strategic Planning,
General Counsel and Secretary
Owens-Illinois, Inc.
One Michael Owens Way
Perrysburg, Ohio 43551-2999
567-336-5000

Copy to:
Scott C. Herlihy
 Latham & Watkins LLP
 555 11th Street NW
 Washington, DC 20004
 202-637-2200

(Name, Address, Including Zip Code, and Telephone Number,
 Including Area Code for Agent for Service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer (do not check if a
 smaller reporting company)

Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount of shares to be Registered (1)	Proposed Maximum Offering Price Per Share (2)	Maximum Amount of Aggregate Offering Price (2)	Amount of Registration Fee (2)
Common Stock, \$0.01 par value per share, reserved for issuance under the Amended and Restated Owens-Illinois, Inc. 2005 Incentive Award Plan	9,000,000	\$ 27.52	\$ 247,680,000	\$ 17,659.58

- (1) This Registration Statement registers 9,000,000 shares of common stock, \$0.01 par value per share (the "Common Stock") of Owens-Illinois, Inc. (the "Company") pursuant to the Amended and Restated Owens-Illinois, Inc. 2005 Incentive Award Plan (the "Plan"), in addition to the 7,000,000 shares of Common Stock which were previously registered. In accordance with Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement also covers any additional shares of Common Stock which become issuable under the Plan, by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the receipt of consideration which results in an increase in the number of the outstanding shares of Common Stock of Owens-Illinois, Inc.
- (2) Estimated in accordance with Rule 457(c) and (h) under the Securities Act solely for the purpose of calculating the registration fee. The Proposed Maximum Offering Price Per Share is based upon the average of the high and low prices for the Registrant's Common Stock as reported on the New York Stock Exchange on October 26, 2010 (\$27.52).

On April 7, 2006, the Company registered 7,000,000 shares of its Common Stock, to be offered or sold to participants under the Plan pursuant to its Registration Statement on Form S-8 (File No. 333-133074), the contents of which are incorporated by reference herein to the extent not modified or superseded hereby or by any subsequently filed document that is incorporated by reference herein or therein. On April 23, 2009, the Company's stockholders approved an amendment and restatement of the Plan to, among other things, increase the number of shares available for issuance under the Plan by 9,000,000 shares of Common Stock. This Registration Statement on Form S-8 is being filed in order to register such additional 9,000,000 shares of Common Stock which may be offered or sold to participants under the Plan.

PART I
INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The information called for in Part I of Form S-8 is not required to be filed with this Registration Statement.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

We have filed the following documents with the Securities and Exchange Commission which are hereby incorporated by reference in this Registration Statement:

1. Our Annual Report on Form 10-K for the fiscal year ended December 31, 2009;
2. Our Quarterly Reports on Form 10-Q for the quarters ended March 30, 2010, June 30, 2010 and September 30, 2010, filed with the Securities and Exchange Commission on April 29, 2010, July 29, 2010 and October 28, 2010, respectively;
3. Our Proxy Statement, filed on March 26, 2010;
4. Our Registration Statement on Form S-8 (File No. 333-133074) filed with the Securities and Exchange Commission on April 7, 2006;
5. Our Current Reports on Form 8-K filed on May 7, 2010, May 21, 2010 and October 28, 2010;
6. The description of our common stock contained in our Registration Statement on Form 8-A filed on December 3, 1991, as amended; and
7. All documents filed by us with the Securities and Exchange Commission pursuant to Sections 13(a) or 15(d) of the Exchange Act, since December 31, 2009.

All documents subsequently filed by the Company or by the Plan pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be part of this Registration Statement from the date of the filing of such documents, except as to any portion of any Current Report furnished under Items 2.02 or 7.01 of Form 8-K that is not deemed filed under such provisions.

Any statement contained in a document incorporated or deemed to be incorporated by reference in this Registration Statement is deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained in this Registration Statement or in any subsequently

filed document which also is or is deemed to be incorporated by reference in this Registration Statement modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Under no circumstances will any information filed under Items 2.02 or 7.01 of Form 8-K be deemed incorporated herein by reference unless such Form 8-K expressly provides to the contrary.

Item 5. Interests of Named Experts and Counsel

Not applicable.

Item 6. Indemnification of Directors and Officers

Not required to be filed with this Registration Statement.

Item 7. Exemption from Registration

Not applicable.

Item 8. Exhibits.

See Index to Exhibits.

Item 9. Undertakings.

Not required to be filed with this Registration Statement.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Perrysburg, Ohio, on October 29, 2010.

OWENS-ILLINOIS, INC.

By: /s/ James W. Baehren
 James W. Baehren
 Senior Vice President Strategic Planning, General Counsel and
 Secretary

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints jointly and severally, Albert P. L. Stroucken, Edward C. White and James W. Baehren and each of them, his attorney-in-fact, each with the power of substitution, for him in any and all capacities, to sign any and all amendments to this Registration Statement on Form S-8 (including post-effective amendments) and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the foregoing, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons on behalf of the registrant and in the capacities indicated on October 29, 2010.

<u>Signature</u>	<u>Title</u>
<u>/s/ Albert P. L. Stroucken</u> Albert P. L. Stroucken	Chairman of the Board of Directors and Chief Executive Officer (Principal Executive Officer); Director
<u>/s/ Edward C. White</u> Edward C. White	Senior Vice President and Chief Financial Officer (Principal Financial Officer)
<u>/s/ Gary F. Colter</u> Gary F. Colter	Director
<u>/s/ Jay L. Geldmacher</u> Jay L. Geldmacher	Director
<u>/s/ Peter S. Hellman</u> Peter S. Hellman	Director
<u>/s/ David H. Y. Ho</u> David H. Y. Ho	Director
<u>/s/ Anastasia D. Kelly</u> Anastasia D. Kelly	Director

<u>/s/ John J. McMackin, Jr.</u> John J. McMackin, Jr.	Director
<u>/s/ Corbin A. McNeill, Jr.</u> Corbin A. McNeill, Jr.	Director
<u>/s/ Hugh H. Roberts</u> Hugh H. Roberts	Director
<u>/s/ Helge H. Wehmeier</u> Helge H. Wehmeier	Director
<u>/s/ Dennis K. Williams</u> Dennis K. Williams	Director
<u>/s/ Thomas L. Young</u> Thomas L. Young	Director

EXHIBIT INDEX

Exhibit Number	Description
3.1	Second Restated Certificate of Incorporation of the Company, dated April 23, 2009 (incorporated by reference to Exhibit 3.1 of the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2009).
3.2	Third Amended and Restated By-laws of Owens-Illinois, Inc., effective as of April 29, 2010 (incorporated by reference to Exhibit 3.1 of the Company's Current Report on Form 8-K filed on April 27, 2009).
5.1	Opinion of Latham & Watkins.
23.1	Consent of Latham & Watkins (included in Exhibit 5.1).
23.2	Consent of Independent Registered Public Accounting Firm.
24.1	Power of Attorney (included on the signature page of this Registration Statement).
99.1	Amended and Restated Owens-Illinois, Inc. 2005 Incentive Award Plan (filed as Appendix B to Proxy Statement filed on March 26, 2009, and incorporated herein by reference).

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LATHAM & WATKINS LLP

FIRM / AFFILIATE OFFICES

Abu Dhabi	Moscow
Barcelona	Munich
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Frankfurt	Rome
Hamburg	San Diego
Hong Kong	San Francisco
Houston	Shanghai
London	Silicon Valley
Los Angeles	Singapore
Madrid	Tokyo
Milan	Washington, D.C.

October 29, 2010

Owens-Illinois, Inc.
 One Michael Owens Way
 Perrysburg, Ohio 43551-2999
 Attention: James W. Baehren

File No. 014412-0320

Re: Registration Statement No. 333-_____; 9,000,000 shares of Common Stock, \$0.01 par value per share

Ladies and Gentlemen:

We have acted as special counsel to Owens-Illinois, Inc., a Delaware corporation (the "Company"), in connection with the proposed issuance of up to 9,000,000 shares of common stock, \$0.01 par value per share (the "Shares"). The Shares are issuable under the Company's Amended and Restated 2005 Incentive Award Plan (the "Plan"), pursuant to a registration statement on Form S-8 under the Securities Act of 1933, as amended (the "Act"), filed with the Securities and Exchange Commission (the "Commission") on October 29, 2010 (Registration No. 333-_____) (the "Registration Statement"). This opinion is being furnished in connection with the requirements of Item 601(b)(5) of Regulation S-K under the Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement, other than as expressly stated herein with respect to the issue of the Shares.

As such counsel, we have examined such matters of fact and questions of law as we have considered appropriate for purposes of this letter. With your consent, we have relied upon certificates and other assurances of officers of the Company and others as to factual matters without having independently verified such factual matters. We are opining herein as to the General Corporation Law of the State of Delaware, and we express no opinion with respect to any other laws.

Subject to the foregoing and the other matters set forth herein, it is our opinion that, as of the date hereof, when the Shares shall have been duly registered on the books of the transfer agent and registrar therefor in the name or on behalf of the recipient, and the Shares have been issued by the Company in the manner contemplated by the Plan, including the receipt of payment for such Shares in an amount in cash or other legal consideration of not less than the aggregate par value for such Shares, assuming in each case that the individual grants or awards under the Plan are duly authorized by all necessary corporate action and duly granted or awarded and

exercised in accordance with the requirements of law and the Plan (and the agreements and awards duly adopted thereunder and in accordance therewith), the issue and sale of the Shares will have been duly authorized by all necessary corporate action of the Company, and the Shares will be validly issued, fully paid and nonassessable. In rendering the foregoing opinion, we have assumed that the Company will comply with all applicable notice requirements regarding uncertificated shares provided in the General Corporation Law of the State of Delaware.

This opinion is for your benefit in connection with the Registration Statement and may be relied upon by you and by persons entitled to rely upon it pursuant to the applicable provisions of the Act. We consent to your filing this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ Latham & Watkins LLP

OWENS-ILLINOIS, INC.
CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Amended and Restated Owens-Illinois, Inc. 2005 Incentive Award Plan of our reports dated February 10, 2010 with respect to the consolidated financial statements and financial statement schedule of Owens-Illinois, Inc. and the effectiveness of internal control over financial reporting of Owens-Illinois, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2009, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Ernst & Young LLP

Toledo, Ohio
October 28, 2010
