

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <b>STROUCKEN ALBERT P L</b>			2. Issuer Name and Ticker or Trading Symbol <b>OWENS ILLINOIS INC /DE/ [ OI ]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Exec. Chairman of the Board</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>02/29/2016</b>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
<b>ONE MICHAEL OWENS WAY</b>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <b>PERRYSBURG OH 43551</b>								
(City)	(State)	(Zip)						

**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	(A) or (D)	Price			
Common Stock (Direct)	01/13/2016		G	V	35,390 <sup>(1)</sup>	A	\$0.0000	556,142	D	
Common Stock (Direct)	02/05/2016		G	V	426,490 <sup>(2)</sup>	D	\$0.0000	129,652	D	
Common Stock (Direct)	02/29/2016		M		205,400	A	\$10.13	335,052	D	
Common Stock (Direct)	02/29/2016		S		205,400 <sup>(3)</sup>	D	\$15.0538 <sup>(4)</sup>	129,652	D	
Common Stock (Direct)	03/01/2016		M		179,215	A	\$10.13	308,867	D	
Common Stock (Direct)	03/01/2016		S		179,215 <sup>(3)</sup>	D	\$14.4719 <sup>(5)</sup>	129,652	D	
Common Stock (Indirect)	01/13/2016		G	V	35,390 <sup>(1)</sup>	D	\$0.0000	380,120	I	By GRAT
Common Stock (Indirect)	02/05/2016		G	V	426,490 <sup>(2)</sup>	A	\$0.0000	806,610	I	By GRAT

**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 Security	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 Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option 3/07/09 \$10.13	\$10.13	02/29/2016		M		205,400		03/07/2010 <sup>(6)</sup>	03/07/2016	Common Stock (Direct)	205,400	\$0.0000	179,215	D	
Stock Option 3/07/09 \$10.13	\$10.13	03/01/2016		M		179,215		03/07/2010 <sup>(6)</sup>	03/07/2016	Common Stock (Direct)	179,215	\$0.0000	0.0000	D	

**Explanation of Responses:**

- These shares were transferred from a grantor retained annuity trust.
- These shares were contributed to a grantor retained annuity trust.
- The reported shares sold in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 6, 2015.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$14.8800 to \$15.2600, 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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$14.0500 to \$15.2300, 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.
- The options vested in four equal installments beginning on the first anniversary of the date of grant.

/s/James W. Baehren, attorney-in-fact 03/02/2016

\*\* Signature of Reporting Person Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.