SEC Form 4
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UNITED STATES SECURITIE	S AND EXCHAN	VGE COMMISSION
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Washington, D.C. 20549

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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).

FORM 4

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

								mvc3tmcmt		1										
1. Name and Address of Reporting Person* ROBERTS GEORGE R					2. Issuer Name and Ticker or Trading Symbol OWENS ILLINOIS INC /DE/ [ OI ]							(Cheo	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)							
RODE	KIS OLC	<u>MUL R</u>								-	-			Director		Х	10% O	wner		
(I P)	,		<b>(1.4</b> - 111											Officer (g below)	ive title		Other ( below)	specify		
(Last)	```	First)	(Middle)		3. Date of Earliest Transaction (Month/Day/Year)								Delow)			Delow)				
C/O KOHLBERG KRAVIS ROBERTS & CO.					10/01/2003															
2800 SAND HILL ROAD																				
(Ctroot)					4. If Amendment, Date of Original Filed (Month/Day/Year)						6. Ind	6. Individual or Joint/Group Filing (Check Applicable Line)								
(Street)	PARK (	CA	94025										X	Form file	d by One	Reporti	ing Person			
MENLO	PARK	JA	94025		Form filed by More than One Re									one Report	ing Person					
(City)	(	State)	(Zip)																	
	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																			
Date			2. Transa Date (Month/D		Execution ) if any	2A. Deemed Execution Date, if any (Month/Day/Year)		Code (Instr.					4 and 5) Securities Beneficially O Following		Form: Direc		t Indirect Ect Beneficial Ownership			
								Code	v	Amount	:	(A) or (D)	Price	Reported Transactio (Instr. 3 an				(Instr. 4)		
	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	Code	5. Number of 6. Action Derivative Ex			6. Date Exercisable and Expiration Date (Month/Day/Year) 7. Title and Amo Securities Under Derivative Secur (Instr. 3 and 4)			nderlying ecurity	8. Price of Derivative Security (Instr. 5)	9. Numb derivativ Securiti Benefici Owned Followir Reporte Transac	ve es ially ng ed	10. Ownershi Form: Direct (D) or Indirec (I) (Instr. 4	Beneficial Ownershi t (Instr. 4)				
								mount or	]	(Instr. 4)										

Phantom Stock Unit Explanation of Responses:

(1)

1. The Phantom Stock Units convert on a 1-to-1 basis into Common Stock of Owens Illinois, Inc.

10/01/2003

2. Shares of phantom stock are payable in cash following the retirement of the Reporting Person from his directorship with Owens Illinois, Inc. Dates of exercisability and expiration are, therefore, unknown. Remarks:

(D)

Date Exercisable

(2)

Expiration Date

(2)

Title

Common Stock

See attached footnote page.

Richard J. Kreider, Attorney-In-Fact for the Reporting Person

10/01/2003

19,182.0788

D

\*\* Signature of Reporting Person

Number of Shares

1,532.3993

\$11.42

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).

Code v

A

(A)

1,532.3993

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.