SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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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 <sup>*</sup> Ridder Greg W	2. Date of Event Requiring Statement (Month/Day/Year) 01/01/2006		3. Issuer Name and Ticker or Trading Symbol <u>OWENS ILLINOIS INC /DE/</u> [ OI ]					
(Last) (First) (Middle) 36 BURWOOD ROAD			4. Relationship of Reporting Pers (Check all applicable) Director	10% Owne	r (Mor	Amendment, Da hth/Day/Year)	ate of Original Filed	
			X Officer (give title below)	Other (spe below)		dividual or Joint icable Line)	/Group Filing (Check	
(Street) HAWTHORN C3 3122			Pres, Asia Pacific C	Operations	X		y One Reporting Person y More than One erson	
(City) (State) (Zip)								
Table I - Non-Derivative Securities Beneficially Owned								
1. Title of Security (Instr. 4)			2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownersh Form: Direc or Indirect ( (Instr. 5)	t (D)   (Instr		Beneficial Ownership	
Common Stock			15,000	D				
Table II - Derivative Securities Beneficially Owned   (e.g., puts, calls, warrants, options, convertible securities)								
1. Title of Derivative Security (Instr. 4)	2. Date Exercisable an Expiration Date (Month/Day/Year)		Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of	5. Ownership Form:	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
	Date Exercisable	Expiration Date	n Title	Amount or Number of Shares	Derivative or	Direct (D) or Indirect (I) (Instr. 5)		
Non-Qualified Stock Option (right to buy)	(1)	02/18/2013	3 Common Stock	5,300	9.93	D		
Non-Qualified Stock Option (right to buy)	(1)	01/03/2012	2 Common Stock	6,000	9.99	D		
Non-Qualified Stock Option (right to buy)	(1)	03/11/2014	4 Common Stock	6,000	12.68	D		
Non-Qualified Stock Option (right to buy)	(2)	03/31/2012	2 Common Stock	6,000	24.17	D		
Non-Qualified Stock Option (right to buy)	(1)	01/03/2011	Common Stock	5,000	5.6875	I	by Spouse	
Non-Qualified Stock Option (right to buy)	(1)	05/02/2010	Common Stock	15,000	13.5	I	by Spouse	
Non-Qualified Stock Option (right to buy)	(1)	04/08/2009	Common Stock	15,000	23.9375	I	by Spouse	
Non-Qualified Stock Option (right to buy)	(1)	05/06/2008	3 Common Stock	15,000	39.9375	I	by Spouse	
Phantom Stock - 1997 Plan	(3)	(3)	Common Stock	12,000	0	D		
Phantom Stock - 2005 Plan	(4)	(4)	Common Stock	900	0	D		

## Explanation of Responses:

1. Grant of option to purchase shares of common stock under the 1997 Equity Participation Plan of Owens-Illinois, Inc. The option becomes exercisable in 50% increments on the fifth and sixth anniversaries of the date of the grant, respectively, subject to earlier exercise after the first anniversary of the grant based on stock price targets being met.

2. The option vests in four equal annual installments beginning on March 31, 2006.

3. Shares of Phantom Stock granted under the 1997 Equity Participation Plan for Key Employees of Owens-Illinois, Inc. The shares vest upon the later to occur of three years or the grantees retirement. 4. The phantom shares vest in four equal annual installments beginning on March 31, 2006.

By: James W. Baehren For:				
Greg W. Ridder				

01/09/2006

\*\* Signature of Reporting Person

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 5 (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.

## POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of James W. Baehren and Edward C. White, signing singly, the undersigned's true and lawful attorney-in-fact to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Owens-Illinois, Inc. (the "Company"), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5 and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 29th day of December, 2005.

/s/ Greg W. Ridder\_\_\_\_ Signature

Print Name