

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d) of
The Securities Exchange Act of 1934**

January 23, 2014

Date of Report (Date of earliest event reported)



OWENS-ILLINOIS, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation)

1-9576

(Commission
File Number)

22-2781933

(IRS Employer
Identification No.)

**One Michael Owens Way
Perrysburg, Ohio**

(Address of principal executive offices)

43551-2999

(Zip Code)

(567) 336-5000

(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

ITEM 5.02. DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS.

On January 23, 2014, the Board of Directors (the "Board") of Owens-Illinois, Inc. (the "Company") appointed Carol A. Williams to the Company's Board effective February 20, 2014. In connection with Ms. Williams' appointment, the Board increased its size from 11 members to 12 members. It is unknown at this time on which committee(s) of the Board Ms. Williams will serve. Ms. Williams will receive compensation as a non-management director in accordance with the Company's director compensation program, which was approved by the Board in December 2013 effective January 1, 2014. This program includes an annual retainer of \$67,500, \$2,000 for each Board and committee meeting in which the director participates and an annual grant of restricted stock units in the amount of \$92,500. Ms. Williams will also receive a pro rata portion of the 2013 restricted stock unit grant based on her service on the Board from the effective date of her appointment to the date of the Company's 2014 Annual Meeting of Share Owners.

A copy of the press release announcing this change in the Company's Board is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits.

Exhibit No.	Description
------------------------	--------------------

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

OWENS-ILLINOIS, INC.

Date: January 29, 2014

By: /s/ Stephen P. Bramlage, Jr.
Name: Stephen P. Bramlage, Jr.
Title: Senior Vice President and Chief Financial Officer

O-I: HONEST, PURE, ICONIC GLASS

FOR IMMEDIATE RELEASE

For more information, contact:

Lisa Babington
 Senior Manager, Corporate Communications
 Perrysburg, Ohio, US
 567 336-1445
lisa.babington@o-i.com

Carol Williams joins O-I Board of Directors

Perrysburg, Ohio (Jan. 29, 2014) — Owens-Illinois, Inc. (NYSE: OI) announced today that Carol Williams has been appointed to the O-I Board of Directors. Ms. Williams is a special advisor to the CEO at Dow Chemical Company, a diversified chemical company with revenues in 2012 of \$56.8 billion. Prior to her current role, which began on January 1, 2014, she served as Dow’s executive vice president of manufacturing and engineering, supply chain and environmental, health & safety operations.

During Williams’ 34 year history at Dow, she moved through a number of management positions in R&D before becoming operations leader and then vice president for the North American chlor-alkali assets business. She was named senior vice president of basic chemicals in 2009 and president of chemicals & energy in 2010 before assuming her executive vice president role. Williams, who holds a bachelor’s degree in chemical engineering from Carnegie Mellon University in Pittsburgh, Pa., also serves on Dow Chemical’s Executive Leadership Committee and Strategy Board.

“We are very much looking forward to the knowledge Ms. Williams will bring to our Board,” said O-I Chairman and CEO Al Stroucken. “She has a great deal of management expertise — from manufacturing to purchasing to supply chain, as well as extensive experience in R&D. The breadth of her experience will be invaluable for O-I. “

Williams is also a board member for Atlanta based, Zep Inc., a leading producer of maintenance and cleaning chemical solutions. Her appointment to O-I’s Board of Directors is effective February 20, 2014.

###

GLASS IS LIFE™

About O-I

Owens-Illinois, Inc. (NYSE: OI) is the world’s largest glass container manufacturer and preferred partner for many of the world’s leading food and beverage brands. The Company had revenues of \$7.0 billion in 2013 and employs approximately 22,500 people at 77 plants in 21 countries. With global headquarters in Perrysburg, Ohio, USA, O-I delivers safe, sustainable, pure, iconic, brand-building glass packaging to a growing global marketplace. For more information, visit www.o-i.com.

O-I’s Glass Is Life™ movement promotes the widespread benefits of glass packaging in key markets around the globe. Join us in the #betteringlass conversation at www.glassislife.com.