

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 13G  
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO  
RULES 13d-1(b)(c), AND (d)  
AND AMENDMENTS THERETO FILED PURSUANT TO  
RULE 13d-2(b)  
(AMENDMENT NO. 2)\*

Owens-Illinois, Inc.

-----  
(Name of Issuer)

Common Stock, 0.01 Par Value

-----  
(Title of Class of Securities)

69076840A

-----  
(CUSIP Number)

12/31/03

-----  
(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this schedule is filed:

/X/ Rule 13d-i(b)  
/ / Rule 13d-i(c)  
/ / Rule 13d-i(d)

-----  
\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

(Continued on following page(s))

Page 1 of 4 Pages

CUSIP NO. 69076840A 13G PAGE 2 OF 4 PAGES

1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Massachusetts Financial Services Company ("MFS")  
I.R.S. Identification No.: 04-2747644

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) / / (b) / /

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

-----  
NUMBER OF 5 SOLE VOTING POWER  
SHARES 9,959,555 Shares of Common Stock\*\*

BENEFICIALLY

OWNED BY 6 SHARED VOTING POWER  
EACH

REPORTING 7 SOLE DISPOSITIVE POWER  
PERSON 10,438,575 Shares of Common Stock\*\*  
WITH

8 SHARED DISPOSITIVE POWER

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
10,438,575\*\* shares of common stock of which shares are also beneficially  
owned by certain other non-reporting entities as well as MFS.

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\* / /

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
7.06%

12 TYPE OF REPORTING PERSON\*  
IA

\*SEE INSTRUCTION BEFORE FILLING OUT!

\*\* These shares of common stock include 111,614 of common stock which may be  
acquired through conversion of convertible bonds.

- ITEM 1: (a) NAME OF ISSUER:  
SEE COVER PAGE
- (b) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:  
One SeaGate  
Toledo, OH 43666
- ITEM 2: (a) NAME OF PERSON FILING:  
see item 1 on page 1
- (b) ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:  
500 Boylston Street  
Boston, MA 02116
- (c) CITIZENSHIP:  
See Item 4 on page 2
- (d) TITLE OF CLASS OF SECURITIES:  
SEE COVER PAGE
- (e) CUSIP NUMBER:  
SEE COVER PAGE
- ITEM 3: See Item 12 on page 2
- ITEM 4: (a) AMOUNT BENEFICIALLY OWNED:  
See Item 9 on page 2
- (b) PERCENT OF CLASS:  
See Item 11 on page 2
- (c) NUMBER OF SHARES AS TO WHICH SUCH PERSON HAS VOTING AND  
DISPOSITIVE POWERS:  
See Items 5 and 7 on page 2

- ITEM 5: OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS:  
Inapplicable
- ITEM 6: OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON:  
Inapplicable
- ITEM 7: IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH  
ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING  
COMPANY:  
Inapplicable
- ITEM 8: IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP:  
Inapplicable
- ITEM 9: NOTICE OF DISSOLUTION OF GROUP:  
Inapplicable
- ITEM 10: CERTIFICATION:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of and do not have the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having such purpose or effect.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 13, 2004

Massachusetts Financial Services Company

By: /s/ Mitchell C. Freestone  
Mitchell C. Freestone  
Vice President and Senior Counsel