

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person * <u>Wilkinson Mary Beth</u>  (Last) (First) (Middle) <u>ONE MICHAEL OWENS WAY</u>  (Street) <u>PERRYSBURG OH 43551</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>OWENS ILLINOIS INC /DE/ [ OI ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner Officer (give title below) Other (specify below) <b>SVP, GC &amp; Corporate Sec.</b>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/07/2019</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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)	03/07/2019		A		12,877 <sup>(1)</sup>	A	\$0.0000	45,833	D	
Common Stock (Direct)	03/07/2019		A		11,960 <sup>(2)</sup>	A	\$0.0000	57,793	D	
Common Stock (Direct)	03/07/2019		F		8,475	D	\$20.34	49,318	D	
Common Stock (Direct)	03/11/2019		M		6,777	A	\$15.05	56,095	D	
Common Stock (Direct)	03/11/2019		F		5,913	D	\$19.58	50,182	D	
Common Stock (Indirect)								378.1595	I	By 401k

**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		Date Exercisable	Expiration Date						Title
Stock Option 03/07/2016 \$15.05	\$15.05	03/11/2019		M		6,777	03/07/2017 <sup>(3)</sup>	03/07/2023	Common Stock (Direct)	6,777	\$0.0000	2,259	D	

**Explanation of Responses:**

- The restricted stock units vest in four equal annual installments beginning on the first anniversary of the grant date.
- Certain restricted stock units granted for the 2016-2018 grant period vest in the form of common stock based upon the Issuer's performance against certain strategic objective goals. On March 7, 2019, the Compensation Committee of the Issuer's Board of Directors determined that the strategic objective goals had been met, resulting in the vesting of these shares.
- The options become exercisable in annual 25% increments beginning on the first anniversary of the grant date, March 7, 2017.

/s/Mary Beth Wilkinson 03/11/2019  
 \*\* 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.**