OMB APPROVAL

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

O Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

. Name and Address of Reporting 2. Person*	Issuer Name and Ticker or Trading Symbol	3.	I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)			
GREENE, JR., JAMES H.	OWENS-ILLINOIS, INC. (OI)					
(Last) (First) (Middle)		_				
4.	Statement for Month/Day/Year	5.	. If Amendment, Date of Original (Month/Day/Year)			
2800 SAND HILL ROAD	04/01/03					
(Street)						
6.	Relationship of Reporting Person(s) to Issuer (Check All Applicable)	7.	Individual or Joint/Group Filing (Check Applicable Line)			
MENLO PARK, CA 94025	☑ Director ☑ 10% Owner					
(City) (State) (Zip)	Officer (give title below)		O Form Filed by More than One Reporting			
	Other (specify below)		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 4(b)(v).

	Table I — Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned													
•	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 A Disposed of (Instr. 3, 4 a	(D)	(A) or	5. Amount of Sec- urities Beneficially Owned Following Reported Trans- action(s) (Instr. 3 and 4)	6.	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7.	Nature of Indirect Beneficial Ownershi (Instr. 4)
						Code V	Amount	(A) or (D)	Price					
							Page 2							

1.	Title of Derivative Security (Instr. 3)	2.			Deemed Execution Date, if any (Month/Day/Year)			5.	Number of Derivative Acquired (A) or Dispo (Instr. 3, 4 and 5)		
						Code	v		(A)	(D)	
	Phantom Stock Unit		1-for-1	04/01/03(1)		A			1,521.0	1,521.0177	

											_	
	Table II — Derivative Securities Acquired, Disposed of, or Beneficially Owned — Continued (e.g., puts, calls, warrants, options, convertible securities)											
	Date Exercisab Expiration Dat (Month/Day/Yea	e	7. Title and An of Underlyi (Instr. 3 and	ng Securities	8. Price of Derivative Security (Instr. 5)	9.	Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10	Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares								
	(2)	(2)	Common Stock	1,521.0177	\$ 9.04		19,313.9119		D			
Ехр	lanation of	Responses:										
(1) 7	The phantom	stock units	were accrued ı	ınder the Plan	as of April 1, 2003.							
(2) 5	Shares of pha	ntom stock	are payable in	cash following	g the retirement of th	e re	porting person from his director	ship wi	ch Owens-Illinois, Inc	·.		
			William Jar	/ William Jane netschek, Atto ames H. Gree	rney-In-Fact for		April 1, 20	03				
			**Sign	ature of Repo	rting Person		Date					

^{**} 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.