

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
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>KKR ASSOCIATES</u> (Last) (First) (Middle) <u>C/O KOHLBERG KRAVIS ROBERTS & CO.</u> <u>9 WEST 57TH STERET, SUITE 4200</u> (Street) <u>NEW YORK NY 10019</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 <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/02/2004</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

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	12/02/2004		S ⁽¹⁾		30,555,000	D	\$22.98	4,365,000	I	See Footnotes ⁽²⁾⁽³⁾
Common Stock	12/02/2004		S ⁽¹⁾		742,525	D	\$22.98	106,075	I	See Footnotes ⁽³⁾⁽⁴⁾⁽⁵⁾
Common Stock	12/02/2004		S ⁽¹⁾		202,475	D	\$22.98	28,925	I	See Footnotes ⁽³⁾⁽⁵⁾⁽⁶⁾
Common Stock								10,000 ⁽⁷⁾	D	

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)		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					

1. Name and Address of Reporting Person*
KKR ASSOCIATES

 (Last) (First) (Middle)
C/O KOHLBERG KRAVIS ROBERTS & CO.
9 WEST 57TH STERET, SUITE 4200

 (Street)
NEW YORK NY 10019

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
GILHULY EDWARD A

 (Last) (First) (Middle)
C/O KOHLBERG KRAVIS ROBERTS & CO.
9 WEST 57TH STREET, SUITE 4200

 (Street)
NEW YORK NY 10019

 (City) (State) (Zip)

(City) (State) (Zip)

1. Name and Address of Reporting Person*

ROBERTS GEORGE R

(Last) (First) (Middle)

C/O KOHLBERG KRAVIS ROBERTS & CO.
9 WEST 57TH STREET, SUITE 4200

(Street)

NEW YORK NY 10019

(City) (State) (Zip)

1. Name and Address of Reporting Person*

GOLKIN PERRY

(Last) (First) (Middle)

C/O KOHLBERG KRAVIS ROBERTS & CO.
9 WEST 57TH STREET, SUITE 4200

(Street)

NEW YORK NY 10019

(City) (State) (Zip)

1. Name and Address of Reporting Person*

RAETHER PAUL E

(Last) (First) (Middle)

C/O KOHLBERG KRAVIS ROBERTS & CO.
9 WEST 57TH STREET, SUITE 4200

(Street)

NEW YORK NY 10019

(City) (State) (Zip)

1. Name and Address of Reporting Person*

KRAVIS HENRY R

(Last) (First) (Middle)

C/O KOHLBERG KRAVIS ROBERTS & COMPANY
9 WEST 57TH STREET, SUITE 4200

(Street)

NEW YORK NY 10019

(City) (State) (Zip)

1. Name and Address of Reporting Person*

STUART SCOTT M

(Last) (First) (Middle)

C/O KOHLBERG KRAVIS ROBERTS & CO.
9 WEST 57TH STREET, SUITE 4200

(Street)

NEW YORK NY 10019

(City) (State) (Zip)

1. Name and Address of Reporting Person*

KKR PARTNERS II LP

(Last) (First) (Middle)

C/O KOHLBERG KRAVIS ROBERTS & CO.
9 WEST 57TH STREET, SUITE 4200

(Street)

NEW YORK NY 10019

(City) (State) (Zip)

1. Name and Address of Reporting Person *

OII Associates, L.P.

(Last) (First) (Middle)

C/O KOHLBERG KRAVIS ROBERTS & CO.

9 WEST 57TH STREET, SUITE 4200

(Street)

NEW YORK NY 10019

(City) (State) (Zip)

1. Name and Address of Reporting Person *

OII Associates II, L.P.

(Last) (First) (Middle)

C/O KOHLBERG KRAVIS ROBERTS & CO.

9 WEST 57TH STREET, SUITE 4200

(Street)

NEW YORK NY 10019

(City) (State) (Zip)

Explanation of Responses:

1. Shares sold pursuant to a registered offering.
2. These shares are directly owned by OII Associates, L.P. ("OII"). KKR Associates, L.P. ("KKR Associates") is the general partner of OII and in such capacity may be deemed to have beneficial ownership of the shares of common stock owned by OII, but disclaims such beneficial ownership except to the extent of its economic interest.
3. Messrs. Henry R. Kravis, George R. Roberts, Paul E. Raether, Edward A. Gilhuly, Perry Golkin and Scott M. Stuart are general partners of KKR Associates, and in such capacity may be deemed to have beneficial ownership of the shares of common stock that are owned or may be deemed to be owned by KKR Associates; however, each disclaims such beneficial ownership, except to the extent of his economic interest.
4. These shares are directly owned by KKR Partners II, L.P. ("KKR Partners"). KKR Associates is a general partner of KKR Partners and in such capacity may be deemed to have beneficial ownership of the shares of common stock owned by KKR Partners, but disclaims such beneficial ownership except to the extent of its economic interest.
5. Each of KKR Partners and OII II is filing this Form 4 because, pursuant to the rules promulgated under the Securities Exchange Act of 1934, as amended (the "Act"), it may be deemed a "ten percent beneficial owner" for purposes of Section 16 of the Act were it held to be a member of a "group," as defined in Section 13(d) of the Act. KKR Partners and OII II do not affirm the existence of a group.
6. These shares are directly owned by OII Associates II, L.P. ("OII II"). KKR Associates is a general partner of OII II and in such capacity may be deemed to have beneficial ownership of the shares of common stock owned by OII II, but disclaims such beneficial ownership except to the extent of its economic interest.
7. These securities are owned solely by Edward A. Gilhuly.

Remarks:

Powers of Attorney are on file with the Securities and Exchange Commission for the following Reporting Persons: George R. Roberts and Edward A. Gilhuly.

Richard J. Kreider, Attorney-
in-Fact for all Reporting 12/06/2004
Persons

** 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.

POWER OF ATTORNEY

Know all men by these presents that Perry Golkin does hereby make, constitute and appoint William J. Janetschek and Richard J. Kreider, or either one of them, as a true and lawful attorney-in-fact of the undersigned with full powers of substitution and revocation, for and in the name, place and stead of the undersigned (both in the undersigned's individual capacity and as a member of any limited liability company or limited partnership for which the undersigned is otherwise authorized to sign), to execute and deliver such forms as may be required to be filed from time to time with the Securities and Exchange Commission with respect to any investments of KKR Associates, L.P., KKR Associates 1996 L.P., KKR 1996 GP L.L.C., KKR Associates II (1996) Limited Partnership, KKR 1996 Overseas, Limited, KKR Associates (Strata) L.P., Strata L.L.C., KKR Associates (KLC) L.P., KKR-KLC, L.L.C., KKR Associates (NXS) L.P., KKR-NXS, L.L.C., KKR Associates Europe, Limited Partnership, KKR Europe Limited, KKR Associates Millennium L.P. and KKR Millennium GP LLC (including any amendments or supplements to any reports, forms or schedules previously filed by such persons or entities): (i) pursuant to Sections 13(d) and 16(a) of the Securities Exchange Act of 1934, as amended (the "Act"), including without limitation, Schedule 13D, Schedule 13G, statements on Form 3, Form 4 and Form 5 and (ii) in connection with any applications for EDGAR access codes, including without limitation the Form ID.

/s/ Perry Golkin

Signature

Perry Golkin

Print Name

Date:
February 28, 2002

POWER OF ATTORNEY

Know all men by these presents that Henry R. Kravis does hereby make, constitute and appoint William J. Janetschek and Richard J. Kreider, or either one of them, as a true and lawful attorney-in-fact of the undersigned with full powers of substitution and revocation, for and in the name, place and stead of the undersigned (both in the undersigned's individual capacity and as a member of any limited liability company or limited partnership for which the undersigned is otherwise authorized to sign), to execute and deliver such forms as may be required to be filed from time to time with the Securities and Exchange Commission with respect to any investments of KKR Associates, L.P., KKR Associates 1996 L.P., KKR 1996 GP L.L.C., KKR Associates II (1996) Limited Partnership, KKR 1996 Overseas, Limited, KKR Associates (Strata) L.P., Strata L.L.C., KKR Associates (KLC) L.P., KKR-KLC, L.L.C., KKR Associates (NXS) L.P., KKR-NXS, L.L.C., KKR Associates Europe, Limited Partnership, KKR Europe Limited, KKR Associates Millennium L.P. and KKR Millennium GP LLC (including any amendments or supplements to any reports, forms or schedules previously filed by such persons or entities): (i) pursuant to Sections 13(d) and 16(a) of the Securities Exchange Act of 1934, as amended (the "Act"), including without limitation, Schedule 13D, Schedule 13G, statements on Form 3, Form 4 and Form 5 and (ii) in connection with any applications for EDGAR access codes, including without limitation the Form ID.

/s/ Henry R.

Kravis

Signature

Henry R. Kravis

Print Name

Date: February
28, 2002

POWER OF ATTORNEY

Know all men by these presents that Paul E. Raether does hereby make, constitute and appoint William J.

Janetschek and Richard J. Kreider, or either one of them, as a true and lawful attorney-in-fact of the undersigned with full powers of substitution and revocation, for and in the name, place and stead of the undersigned (both in the undersigned's individual capacity and as a member of any limited liability company or limited partnership for which the undersigned is otherwise authorized to sign), to execute and deliver such forms as may be required to be filed from time to time with the Securities and Exchange Commission with respect to any investments of KKR Associates, L.P., KKR Associates 1996 L.P., KKR 1996 GP L.L.C., KKR Associates II (1996) Limited Partnership, KKR 1996 Overseas, Limited, KKR Associates (Strata) L.P., Strata L.L.C., KKR Associates (KLC) L.P., KKR-KLC, L.L.C., KKR Associates (NXS) L.P., KKR-NXS, L.L.C., KKR Associates Europe, Limited Partnership, KKR Europe Limited, KKR Associates Millennium L.P. and KKR Millennium GP LLC (including any amendments or supplements to any reports, forms or schedules previously filed by such persons or entities): (i) pursuant to Sections 13(d) and 16(a) of the Securities Exchange Act of 1934, as amended (the "Act"), including without limitation, Schedule 13D, Schedule 13G, statements on Form 3, Form 4 and Form 5 and (ii) in connection with any applications for EDGAR access codes, including without limitation the Form ID.

/s/ Paul E. Raether

Signature

Paul E. Raether

Print Name

Date: February 28, 2002

POWER OF

ATTORNEY

Know all men by these presents that Scott M. Stuart does hereby make, constitute and appoint William J. Janetschek and Richard J. Kreider, or either one of them, as a true and lawful attorney-in-fact of the undersigned with full powers of substitution and revocation, for and in the name, place and stead of the undersigned (both in the undersigned's individual capacity and as a member of any limited liability company or limited partnership for which the undersigned is otherwise authorized to sign), to execute and deliver such forms as may be required to be filed from time to time with the Securities and Exchange Commission with respect to any investments of KKR Associates, L.P., KKR Associates 1996 L.P., KKR 1996 GP L.L.C., KKR Associates II (1996) Limited Partnership, KKR 1996 Overseas, Limited, KKR Associates (Strata) L.P., Strata L.L.C., KKR Associates (KLC) L.P., KKR-KLC, L.L.C., KKR Associates (NXS) L.P., KKR-NXS, L.L.C., KKR Associates Europe, Limited Partnership, KKR Europe Limited, KKR Associates Millennium L.P. and KKR Millennium GP LLC (including any amendments or supplements to any reports, forms or schedules previously filed by such persons or entities): (i) pursuant to Sections 13(d) and 16(a) of the Securities Exchange Act of 1934, as amended (the "Act"), including without limitation, Schedule 13D, Schedule 13G, statements on Form 3, Form 4 and Form 5 and (ii) in connection with any applications for EDGAR access codes, including without limitation the Form ID.

/s/ Scott M. Stuart

Signature

Scott M. Stuart

Print Name

Date: February 28, 2004