
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

Date of Report
(Date of earliest event reported)
January 25, 2005

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 SeaGate, Toledo Ohio
(Address of principal executive offices)

43666
(Zip Code)

Registrant's telephone number, including area code:
(419) 247-5000

(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 Principal Officers; Election of Directors; Appointment of Principal Officers.**

On and effective as of January 25, 2005, the Company accepted the resignation of Michael W. Michelson as a Class III director. Mr. Michelson's current term would have expired in 2006.

On and effective as of January 25, 2005, the Company's Board of Directors elected Helge H. Wehmeier as a Class III director to fill the vacancy resulting from the resignation by Mr. Michelson in accordance with the Company's Bylaws. Mr. Wehmeier was also appointed to the Audit Committee and Nominating / Corporate Governance Committee of the Company's Board of Directors.

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SIGNATURES

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.

Date: January 28, 2005

OWENS-ILLINOIS, INC.
(Registrant)

By: /s/ Mathew G. Longthorne
Name: Matthew G. Longthorne
Title: Vice President and Controller

