

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* STROUCKEN ALBERT P L			2. Issuer Name and Ticker or Trading Symbol OWENS ILLINOIS INC /DE/ [OI]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Board Chair & CEO		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 12/06/2010			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
ONE MICHAEL OWENS WAY			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) PERRYSBURG OH 43551								
(City) (State) (Zip)								

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)	07/13/2010		A	V	50,000	D	\$0.0000	307,746	D	
Common Stock (Indirect)	07/13/2010		A	V	50,000 ⁽¹⁾	A	\$0.0000	50,000	I	By GRAT
Common Stock (Direct)	12/06/2010		S		107 ⁽²⁾	D	\$28.76	307,639	D	
Common Stock (Direct)	12/06/2010		S		100 ⁽²⁾	D	\$28.77	307,539	D	
Common Stock (Direct)	12/06/2010		S		900 ⁽²⁾	D	\$28.78	306,639	D	
Common Stock (Direct)	12/06/2010		S		1,800 ⁽²⁾	D	\$28.79	304,839	D	
Common Stock (Direct)	12/06/2010		S		2,100 ⁽²⁾	D	\$28.8	302,739	D	
Common Stock (Direct)	12/06/2010		S		700 ⁽²⁾	D	\$28.82	302,039	D	
Common Stock (Direct)	12/06/2010		S		100 ⁽²⁾	D	\$28.83	301,939	D	
Common Stock (Direct)	12/06/2010		S		600 ⁽²⁾	D	\$28.84	301,339	D	
Common Stock (Direct)	12/06/2010		S		3,400 ⁽²⁾	D	\$28.85	297,939	D	
Common Stock (Direct)	12/06/2010		S		600 ⁽²⁾	D	\$28.86	297,339	D	
Common Stock (Direct)	12/06/2010		S		750 ⁽²⁾	D	\$28.87	296,589	D	
Common Stock (Direct)	12/06/2010		S		350 ⁽²⁾	D	\$28.88	296,239	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)		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	(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

- These shares were previously reported as directly beneficially owned but were contributed to a grantor retained annuity trust on July 13, 2010.
- All shares were sold by the reporting person to cover the withholding tax on shares of restricted stock on which the restrictions lapsed.

Remarks:

James W. Baehren for Albert P.L. Stroucken 12/08/2010

** 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.

