

**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>BAEHREN JAMES W</u>			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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Sr. VP, CAO &amp; General Counsel</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>03/07/2009</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		
<u>ONE MICHAEL OWENS WAY</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>PERRYSBURG OH 43551</u>								
(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	03/07/2009		A		17,408 <sup>(1)</sup>	A	\$0	84,000	D	
Common Stock	03/07/2009		A		8,885 <sup>(2)</sup>	A	\$0	92,885	D	
Common Stock	03/09/2009		S		433 <sup>(3)</sup>	D	\$10.15	92,452	D	
Common Stock	03/11/2009		S		1,000 <sup>(3)</sup>	D	\$10.69	91,452	D	
Common Stock	03/11/2009		S		2,600 <sup>(3)</sup>	D	\$10.7	88,852	D	
Common Stock	03/11/2009		S		1,680 <sup>(3)</sup>	D	\$10.72	87,172	D	
Common Stock								16,027.4515	I	401K Plan

**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						Title
Non-Qualified Stock Option (right to buy)	\$10.13	03/07/2009		A		43,269		(4)	03/07/2016	Common Stock	43,269	\$0	43,269	D	

**Explanation of Responses:**

- Represents shares received by the reporting person on March 7, 2009 pursuant to action taken on that date by the Company's Compensation Committee determining the number of shares payable to the reporting person under certain restricted stock units granted for the 2006-2008 grant period. The restricted stock units did not constitute derivative securities on the date of grant thereof.
- The shares are subject to restrictions on sale that expire, either (i) as to 25% of the shares on each of the first four anniversaries of the date of grant of such shares, or (ii) in their entirety upon the grantee's death or disability prior to a termination of employment.
- The shares sold by the Reporting Person were sold to cover the income tax due on previously granted restricted shares on which the restrictions lapsed on March 7, 2009, and shares received on March 7, 2009 under previously granted restricted stock units.
- The option vests in four equal annual installments beginning on the first anniversary of the date of the grant.

James W. Baehren

03/11/2009

\*\* 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.