

FORM T-1

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

STATEMENT OF ELIGIBILITY  
UNDER THE TRUST INDENTURE ACT OF 1939 OF A  
CORPORATION DESIGNATED TO ACT AS TRUSTEE

CHECK IF AN APPLICATION TO DETERMINE  
ELIGIBILITY OF A TRUSTEE PURSUANT TO  
SECTION 305(b)(2) | X |

-----  
THE BANK OF NEW YORK  
(Exact name of trustee as specified in its charter)

New York  
(State of incorporation  
if not a U.S. national bank)

13-5160382  
(I.R.S. employer  
identification no.)

48 Wall Street, New York, N.Y.  
(Address of principal executive offices)

10286  
(Zip code)

-----  
OWENS-ILLINOIS, INC.  
(Exact name of obligor as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

22-2781933  
(I.R.S. employer  
identification no.)

One SeaGate  
Toledo, Ohio  
(Address of principal executive offices)

43666  
(Zip code)

-----  
Debt Securities  
(Title of the indenture securities)

1. GENERAL INFORMATION. FURNISH THE FOLLOWING INFORMATION AS TO THE TRUSTEE:

(A) NAME AND ADDRESS OF EACH EXAMINING OR SUPERVISING AUTHORITY TO WHICH IT IS SUBJECT.

Name	Address
Superintendent of Banks of the State of New York	2 Rector Street, New York, N.Y. 10006, and Albany, N.Y. 12203
Federal Reserve Bank of New York	33 Liberty Plaza, New York, N.Y. 10045
Federal Deposit Insurance Corporation	Washington, D.C. 20429
New York Clearing House Association	New York, New York 10005

(B) WHETHER IT IS AUTHORIZED TO EXERCISE CORPORATE TRUST POWERS.

Yes.

2. AFFILIATIONS WITH OBLIGOR.

IF THE OBLIGOR IS AN AFFILIATE OF THE TRUSTEE, DESCRIBE EACH SUCH AFFILIATION.

None.

16. LIST OF EXHIBITS.

EXHIBITS IDENTIFIED IN PARENTHESES BELOW, ON FILE WITH THE COMMISSION, ARE INCORPORATED HEREIN BY REFERENCE AS AN EXHIBIT HERETO, PURSUANT TO RULE 7A-29 UNDER THE TRUST INDENTURE ACT OF 1939 (THE "ACT") AND 17 C.F.R. 229.10(D).

1. A copy of the Organization Certificate of The Bank of New York (formerly Irving Trust Company) as now in effect, which contains the authority to commence business and a grant of powers to exercise corporate trust powers. (Exhibit 1 to Amendment No. 1 to Form T-1 filed with Registration Statement No. 33-6215, Exhibits 1a and 1b to Form T-1 filed with Registration Statement No. 33-21672 and Exhibit 1 to Form T-1 filed with Registration Statement No. 33-29637.)
4. A copy of the existing By-laws of the Trustee. (Exhibit 4 to Form T-1 filed with Registration Statement No. 33-31019.)

6. The consent of the Trustee required by Section 321(b) of the Act.  
(Exhibit 6 to Form T-1 filed with Registration Statement No. 33-44051.)
7. A copy of the latest report of condition of the Trustee published pursuant to law or to the requirements of its supervising or examining authority.

SIGNATURE

Pursuant to the requirements of the Act, the Trustee, The Bank of New York, a corporation organized and existing under the laws of the State of New York, has duly caused this statement of eligibility to be signed on its behalf by the undersigned, thereunto duly authorized, all in The City of New York, and State of New York, on the 6th day of May, 1997.

THE BANK OF NEW YORK

By: /s/ MARY LAGUMINA

-----  
Name: MARY LAGUMINA

Title: ASSISTANT VICE PRESIDENT

-----

Consolidated Report of Condition of

THE BANK OF NEW YORK

of 48 Wall Street, New York, N.Y. 10286

And Foreign and Domestic Subsidiaries,

a member of the Federal Reserve System, at the close of business September 30, 1996, published in accordance with a call made by the Federal Reserve Bank of this District pursuant to the provisions of the Federal Reserve Act.

	Dollar Amounts in Thousands
<b>ASSETS</b>	
Cash and balances due from depository institutions:	
Noninterest-bearing balances and currency and coin .....	\$ 4,404,522
Interest-bearing balances .....	732,833
Securities:	
Held-to-maturity securities .....	789,964
Available-for-sale securities .....	2,005,509
Federal funds sold in domestic offices of the bank:	
Federal funds sold .....	3,364,838
Loans and lease financing receivables:	
Loans and leases, net of unearned income .....	28,728,602
LESS: Allowance for loan and lease losses .....	584,525
LESS: Allocated transfer risk reserve.....	429
Loans and leases, net of unearned income, allowance, and reserve .....	28,143,648
Assets held in trading accounts .....	1,004,242
Premises and fixed assets (including capitalized leases) .....	605,668
Other real estate owned .....	41,238
Investments in unconsolidated subsidiaries and associated companies .....	205,031
Customers' liability to this bank on acceptances outstanding .....	949,154
Intangible assets .....	490,524
Other assets .....	1,305,839
	-----
Total assets .....	\$44,043,010
	-----
	-----
<b>LIABILITIES</b>	
<b>Deposits:</b>	
In domestic offices .....	\$20,441,318
Noninterest-bearing .....	8,158,472
Interest-bearing .....	12,282,846
In foreign offices, Edge and Agreement subsidiaries, and IBFs ...	11,710,903
Noninterest-bearing .....	46,182
Interest-bearing .....	11,664,721
Federal funds purchased in domestic offices of the bank:	
Federal funds purchased .....	1,565,288
Demand notes issued to the U.S. Treasury .....	293,186
Trading liabilities .....	826,856
Other borrowed money:	
With original maturity of one year or less .....	2,103,443
With original maturity of more than one year .....	20,766
Bank's liability on acceptances executed and outstanding .....	951,116

Subordinated notes and debentures ....	1,020,400
Other liabilities .....	1,522,884
	-----
Total liabilities .....	40,456,160
	-----
EQUITY CAPITAL	
Common stock .....	942,284
Surplus .....	525,666
Undivided profits and capital reserves .....	2,129,376
Net unrealized holding gains (losses) on available-for-sale securities .....	( 2,073)
Cumulative foreign currency translation adjustments .....	( 8,403)
	-----
Total equity capital .....	3,586,850
	-----
Total liabilities and equity capital .....	\$44,043,010
	-----
	-----

I, Robert E. Keilman, Senior Vice President and Comptroller of the above-named bank do hereby declare that this Report of Condition has been prepared in conformance with the instructions issued by the Board of Governors of the Federal Reserve System and is true to the best of my knowledge and belief.

Robert E. Keilman

We, the undersigned directors, attest to the correctness of this Report of Condition and declare that it has been examined by us and to the best of our knowledge and belief has been prepared in conformance with the instructions issued by the Board of Governors of the Federal Reserve System and is true and correct.

J. Carter Bacot	\	
Thomas A. Renyi		
Alan R. Griffith	>	Directors
	/	

-----