

OWENS ILLINOIS INC /DE/
Form 4
February 10, 2005

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
YOUNG THOMAS L

(Last) (First) (Middle)

ONE SEAGATE

(Street)

TOLEDO, OH 43666

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
OWENS ILLINOIS INC /DE/ [OI]

3. Date of Earliest Transaction
(Month/Day/Year)
02/08/2005

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Exec. VP & CFO

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	02/08/2005		M		15,000 A \$ 13.25	190,000	D
Common Stock	02/08/2005		M		40,000 A \$ 9.99	230,000	D
Common Stock	02/08/2005		M		30,000 A \$ 9.93	260,000	D
Common Stock	02/08/2005		S		35,000 D \$ 24.02	225,000	D
Common Stock	02/08/2005		S		15,000 D \$ 24	210,000	D

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Common Stock	02/08/2005	S	10,800	D	\$ 24.09	199,200	D	
Common Stock	02/08/2005	S	200	D	\$ 24.15	199,000	D	
Common Stock	02/08/2005	S	24,000	D	\$ 24.04	175,000	D	
Common Stock	02/08/2005	S	2,000	D	\$ 24.01	173,000	D	
Common Stock	02/08/2005	S	3,000	D	\$ 24.02	170,000	D	
Common Stock	02/08/2005	S	3,000	D	\$ 24.03	167,000	D	
Common Stock	02/08/2005	S	3,000	D	\$ 24.05	164,000	D	
Common Stock	02/08/2005	S	6,100	D	\$ 24.06	157,900	D	
Common Stock	02/08/2005	S	6,000	D	\$ 24.08	151,900	D	
Common Stock	02/08/2005	S	1,900	D	\$ 24.09	150,000	D	
Common Stock	02/08/2005	S	23,500	D	\$ 24.1	126,500	D	
Common Stock	02/08/2005	S	2,100	D	\$ 24.11	124,400	D	
Common Stock	02/08/2005	S	5,100	D	\$ 24.12	119,300	D	
Common Stock	02/08/2005	S	1,700	D	\$ 24.13	117,600	D	
Common Stock	02/08/2005	S	1,000	D	\$ 24.14	116,600	D	
Common Stock	02/08/2005	S	1,400	D	\$ 24.15	115,200	D	
Common Stock	02/08/2005	S	200	D	\$ 24.16	115,000	D	
Common Stock						219,2141	I	401K Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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 Underlying Security (Instr. 3 and 4)	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 9.93	02/08/2005		M	30,000	<u>(1)</u> 02/18/2013	Common Stock	30,000
Non-Qualified Stock Option (right to buy)	\$ 9.99	02/08/2005		M	40,000	<u>(1)</u> 01/03/2012	Common Stock	40,000
Non-Qualified Stock Option (right to buy)	\$ 13.25	02/08/2005		M	15,000	<u>(2)</u> 06/30/2005	Common Stock	15,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
YOUNG THOMAS L ONE SEAGATE TOLEDO, OH 43666	X		Exec. VP & CFO	

Signatures

By: James W. Baehren For: Thomas L. Young

02/10/2005

**Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(1) Grant of option to purchase shares of common stock under the 1997 Equity Participation Plan of Owens-Illinois, Inc. The option becomes exercisable in 50% increments on the fifth and sixth anniversaries of the date of the grant, respectively, subject to earlier exercise after the first anniversary of the grant based on stock price targets being met.

(2) Grant of option to purchase shares of common stock under the Amended and Restated Stock Option Plan for Key Employees of Owens-Illinois, Inc. in a transaction exempt under old Rule 16b-3. The option becomes exercisable in 50% increments on the fifth and sixth anniversaries of the date of the grant, respectively, subject to earlier exercise after the first anniversary of the grant based on stock price targets being met.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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