Bramlage Stephen P JR Form 3/A June 07, 2012

FORM 3

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

OMB APPROVAL

OMB Number:

3235-0104 January 31,

0.5

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Expires: 2005

Estimated average burden hours per response...

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 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement OWENS ILLINOIS INC /DE/ [OI] A Bramlage Stephen P JR (Month/Day/Year) 06/01/2012 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) ONE MICHAEL OWENS WAY 06/07/2012 (Check all applicable) (Street)

PERRYSBURG, OHÂ 43551

Director _____ 10% Owner ____ Officer ____ Other (give title below) (specify below)
Senior Vice President and CFO

6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting

Form filed by More than One

Reporting Person **Table I - Non-Derivative Securities Beneficially Owned**

1.Title of Security

(State)

(City)

(Instr. 4)

2. Amount of Securities Beneficially Owned

Beneficially Owned Owner (Instr. 4) Form:

3. 4. Nature of Indirect Beneficial
Ownership
Form: (Instr. 5)
Direct (D)
or Indirect

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

(Zip)

SEC 1473 (7-02)

(I) (Instr. 5)

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 control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exerc Expiration D (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise Price of | 5. Ownership Form of Derivative | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|---|-----------------|--|----------------------------------|------------------------------------|--|--|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Derivative Security | Security: Direct (D) or Indirect (I) | (IIISII. 3) |

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| Stock Option 3/07/07 \$23.96 | (1) | 03/07/2014(2) | Common Stock (Direct) | 4,613 | \$ 23.96 | D | Â |
|---------------------------------|-----|---------------|-----------------------------|--------|----------|---|---|
| Stock Option 3/07/08 \$53.00 | (1) | 03/07/2015(2) | Common Stock (Direct) | 4,146 | \$ 53 | D | Â |
| Stock Option 3/07/09 \$10.13 | (1) | 03/07/2016(2) | Common Stock (Direct) | 9,616 | \$ 10.13 | D | Â |
| Stock Option 3/07/10 \$31.03 | (1) | 03/07/2017(2) | Common Stock (Direct) | 5,647 | \$ 31.03 | D | Â |
| Stock Option 3/07/11 \$29.89 | (1) | 03/07/2018(2) | Common Stock (Direct) | 5,951 | \$ 29.89 | D | Â |
| Stock Option 3/07/12 \$22.69 | (1) | 03/07/2019(2) | Common Stock (Direct) | 13,993 | \$ 22.69 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | |
|--|---------------|------------|-------------------------------------|-------|--|--|
| | Director | 10% Owner | Officer | Other | | |
| Bramlage Stephen P JR ONE MICHAEL OWENS WAY PERRYSBURG, OH 43551 | Â | Â | Senior Vice President and CFO | Â | | |
| Signatures | | | | | | |
| James W. Baehren for Stephen P. Bramlage, Jr. | | 06/07/2012 | | | | |

Explanation of Responses:

**Signature of Reporting Person

- * If the form is filed by more than one reporting person, see Instruction 5(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).

Date

- (1) The option vests in four equal annual installments beginning on the first anniversary of the date of the grant.
- (2) The original Form 3 filed on June 7, 2012 is being amended to correct the expiration date of these stock options.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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