BALL CORP
Form 10-K
March 27, 2003

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

FORM 10-K

(X) ANNUAL REPORT PURSUANT TO SECTION 13 or 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended December 31, 2002

(   ) TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF TH
SECURITIES EXCHANGE ACT OF 1934
For the transition period from ________________ to __________

Commission File Number 1-7349

Ball Corporation

State of Indiana 35-0160610

10 Longs Peak Drive, P.O. Box 5000
Broomfield, Colorado 80021-2510

Registrant's telephone number, including area code: (303) 469

Securities registered pursuant to Section 12(b) of the Act

Title of each class	Name of eac on which
Common Stock, without par value	New York Stock Chicago Stock Pacific Exc

Securities registered pursuant to Section 12(g) of the Act: NONE

Indicate by check mark whether the registrant (1) has filed all reports required to be filed b
Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period tha
to file such reports), and (2) has been subject to such filing requirements for the past 90 da

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S
will not be contained, to the best of registrant's knowledge, in definitive proxy or informati
reference in Part III of this Form 10-K or any amendment to this Form 10-K. [   ]

Indicate by check mark whether the registrant is an accelerated filer (as defined in Exchange

The aggregate market value of voting stock held by non-affiliates of the registrant was $2,361
market price and common shares outstanding as of June 28, 2002.

Number of shares outstanding as of the latest practicable date.

Class	Outstanding at
Common Stock, without par value	56,87

DOCUMENTS INCORPORATED BY REFERENCE

1. Annual Report to Shareholders for the year ended December 31, 2002, to the extent indicated in
   to information specifically incorporated, the 2002 Annual Report to Shareholders is not to be
   Form 10-K Annual Report.

2. Proxy statement filed with the Commission dated March 17, 2003, to the extent indicated in Par

PART I

Item 1. Business

Ball Corporation was organized in 1880 and incorporated in Indiana in 1922. Its principal exec 10 Longs Peak Drive, Broomfield, Colorado 80021-2510. The terms "Ball," "the company," "we" or to Ball Corporation and its consolidated subsidiaries.

Ball is a manufacturer of metal and plastic packaging, primarily for beverages and foods, and technologies and services to commercial and governmental customers.

The following sections of the 2002 Annual Report to Shareholders contain financial and other i business developments and operations, and are incorporated herein by reference: the notes to statements including "Business Segment Information" (Note 2), "Acquisitions" (Note 3), "Busine (Note 4) and "Management's Discussion and Analysis of Financial Condition and Results of Opera

Business Developments in 2002 and Early 2003

Acquisitions

On December 19, 2002, Ball acquired 100 percent of the outstanding shares of Schmalbach-Lubeca manufacturer) for an initial cash purchase price of(euro)922.3 million (approximately $948 mil $11.6 million, refinancing costs of $28.1 million and the assumption of approximately $20 mill unencumbered cash. In addition, the company assumed approximately $300 million of unfunded pen acquisition price will be reduced by working capital and other adjustments estimated to be $23 now known as Ball Packaging Europe, we became one of the world's largest manufacturers of meta to produce over 45 billion cans annually, and we gained entry into the European market, of whi was approximately 31 percent in 2002. In addition, we believe that in the first year of combin will be accretive to our earnings per share and provide us returns on our capital invested in cost of capital. On a pro forma basis, the acquisition significantly increases our 2002 sales

In connection with the acquisition, we refinanced the company and, as a result, recorded an af the early extinguishment of debt of $3.2 million (6 cents per diluted share). The refinancing, completed with the placement of $300 million in 6.875% senior notes due 2012 and $1.1 billion long-term multi-currency senior credit facilities.

On March 11, 2003, we acquired Metal Packaging International, Inc. (MPI), a manufacturer of al $30.2 million in cash, subject to working capital and other adjustments. MPI produces just ove primarily for soft drink companies, and had sales of approximately $42 million in 2002. MPI's Northglenn, Colorado, will be closed and the volumes will be consolidated into other Ball faci significant to the North American packaging segment's financial statements.

Other

On February 25, 2003, the company announced it will close its Blytheville, Arkansas, metal foo decreased demand for three-piece welded cans. The plant will be closed in the second quarter o be consolidated into the Springdale, Arkansas, plant. The business consolidation will result i $2.1 million ($1.3 million after tax) including $0.7 million of employee severance and benefit to decommissioning costs and an impairment charge on the fixed assets. These actions are not e impact on ongoing financial results.

In December 2002 Ball announced it would relocate its plastics office and research and develop Georgia, to Colorado. In connection with the relocation, we recorded a pretax charge in 2002 o tax) for employee-related and decommissioning costs and impairment of the leasehold improvemen The office relocation is expected to be completed in 2003 and the R&D facility by the end of 2

Information Pertaining to the Business of the Company

The company's businesses are comprised of three segments: (1) North American packaging, (2) i aerospace and technologies.

North American Packaging

Our principal business in North America is the manufacture and sale of aluminum, steel and PET
beverages and foods. This segment comprised 84 percent of Ball's 2002 consolidated net sales.
decrease to approximately 65 percent in 2003 due to the addition of Ball Packaging Europe, whi
international packaging segment.

A substantial part of our North American packaging sales are made directly to relatively few m
beverage and food businesses, including Miller Brewing Company and bottlers of Pepsi-Cola and
and their licensees that utilize consolidated purchasing groups. Sales of aluminum cans and PE
Company, PepsiCo, Inc., and the Coca-Cola Company represented approximately 15 percent, 13 per
consolidated net sales, respectively, for the year ended December 31, 2002. Additional details
customers are included in Note 2 to the consolidated financial statements, which can be found

Packaging products are sold in highly competitive markets, primarily based on quality, service
is capital intensive, requiring significant investments in machinery and equipment. Profitabil
production volumes, labor and the availability of certain raw materials, such as aluminum, ste
materials are generally available from several sources and we have secured what we consider to
therefore not experiencing any shortages. We believe we have minimal, if any, exposure related
aluminum, steel and plastic resin as a result of (1) the inclusion of provisions in aluminum c
through aluminum cost changes, as well as the use of derivative instruments, (2) steel can sal
annually negotiated metal costs and (3) the inclusion of provisions in plastic container sales
cost changes.

Our manufacturing facilities are dependent, in varying degrees, upon the availability of proce
electricity. While certain of these energy sources may become increasingly in short supply or
cannot predict the effects, if any, of such occurrences on future operations.

Research and development efforts in this segment generally seek to improve manufacturing effic
principally raw material costs, by reducing the material content of containers while improving
properties such as material strength. In addition, research and development efforts are direct
sizes and types of metal and plastic beverage and food containers, as well as new uses for the

North American Metal Beverage Containers

Metal beverage containers and ends represent Ball's largest product line, accounting for appro
sales and 58 percent of consolidated net sales in 2002. Since 1998 we have been the largest be
America. Decorated two-piece aluminum beverage cans are produced at 17 manufacturing facilitie
Canada and one in Puerto Rico; ends are produced within five of these U.S. facilities. The ann
plants is currently approximately 33 billion cans. Metal beverage containers are sold primaril
drinks, beer and other beverages under long-term or annual supply contracts. Sales volumes of
North America tend to be highest during the period from April through September.

Through Rocky Mountain Metal Container, LLC, a 50/50 joint venture, which is accounted for as
Coors Brewing Company (Coors) operate Coors' can and end facilities in Golden, Colorado. The j
approximately 3.6 billion beverage cans and ends annually for its Golden, Colorado, and Memphi
agreements which commenced in January 2002. Ball receives management fees and technology licen
In addition to beverage cans supplied to Coors from the joint venture, substantially all of Co
Shenandoah, Virginia, filling location are manufactured at Ball facilities and sold to Coors.

In mid-December 2001 we ceased production at the Moultrie, Georgia, beverage can plant. Its pr
year was consolidated into other Ball plants.

Based on publicly available industry information, we estimate that our North American metal be
approximately 31 percent of total U.S. and Canadian shipments for metal beverage containers. W
represent substantially all of the remaining metal beverage container shipments. Available ind
growth in industry-wide shipments was relatively flat over the past several years.

Beverage container industry production capacity in the U.S. and Canada exceeds demand. In orde
capacity and demand within our business, we have consolidated our can and end manufacturing ca

efficient facilities with the closure of five plants during 1999, 2000 and 2001.

The aluminum beverage can continues to compete aggressively with other packaging materials in The glass bottle has shown resilience in the packaged beer industry, while soft drink industry The beer industry also has begun the usage of plastic beer bottles. In Canada, metal beverage significantly lower percentages of the packaged beverage industry than in the U.S., particular in which the market share of metal containers has been hindered by non-tariff trade barriers a

Ball also participates in joint ventures in Thailand and Taiwan, in addition to providing manu assistance to several can manufacturers around the world. In addition to Ball's joint venture technology include Fabricas Monterrey, SA de CV, and Amcor Ltd., among others.

North American Metal Food Containers

In addition to metal beverage cans, Ball produces two-piece and three-piece steel food cans fo soups, meat and other foods. These steel food containers are manufactured in the U.S. and Cana processors in North America. In 2002 metal food container sales comprised approximately 19 per segment net sales. Sales volumes of metal food containers in North America tend to be highest result of seasonal vegetable and salmon packs. Approximately 33 billion steel food cans were s 2002, of which we estimate approximately 16 percent were shipped by Ball.

Since the second quarter of 2000, Ball and ConAgra Grocery Products Company (ConAgra) have par can manufacturing company, Ball Western Can Company (Ball Western). Ball receives management f of its 50 percent-owned investment under the equity method. On December 30, 2002, ConAgra noti terminate and dissolve the Ball Western joint venture effective January 1, 2004. Ball and ConA discussions to evaluate various options.

We recently signed a multi-year contract with Abbott Laboratories' Ross Products Division (Ros of infant formulas and food supplements. Ross will exit a portion of its self-manufacturing op accommodate this new business and convert some of our existing three-piece food can customers a new two-piece steel food can line in our Milwaukee beverage can plant capable of producing a year, as well as a new 225,000-square-foot warehouse addition.

Ball has two main competitors in the metal food containers business. The steel food can also c materials in the food industry including glass, aluminum, plastic, paper and the stand-up pouc must increasingly focus on product innovation. Service, quality and price are deciding competi

North American Plastic Containers

To capitalize on existing customer relationships, Ball entered the polyethylene terephthalate PET packaging represented approximately 11 percent of packaging segment net sales in 2002. Dem increased in the beverage packaging industry and is expected to increase in the food packaging and adequate supplies of resin. While PET beverage containers compete against metal, glass and increase in the sales of PET containers has come primarily at the expense of glass containers introductions. The latest publicly available projections indicate that the growth in overall P the next two years is expected to be between 7 and 8 percent. Based on research estimates from Ball's share of the total U.S. and Canadian shipments is between 8 and 12 percent.

On December 28, 2001, we acquired substantially all of the assets of Wis-Pak Plastics, Inc. an agreement to supply 100 percent of Wis-Pak's PET container requirements, which are currently 5 We closed one of the acquired plants in Iowa during 2002; the after-tax cash costs associated approximately $1 million and were substantially paid by the end of 2002.

In addition to a Wisconsin facility that Ball acquired from Wis-Pak, the company operates four California, Iowa, New Jersey and New York. Four new plastic bottle blow-molding productions li facilities throughout 2002.

Competition in the PET container industry includes several national and regional suppliers and quality and price are deciding competitive factors. Increasingly, the ability to produce custo containers is an important competitive factor.

Most of Ball's PET containers are sold under long-term contracts to suppliers of bottled water

including Pepsi-Cola and Coca-Cola. Plastic beer containers are being tested by several of our
plastic containers for the single serve juice market.

International Packaging

Europe

Ball Packaging Europe and its operations consist of 10 beverage can plants and two beverage ca
in Bonn, Germany, and the European headquarters in Ratingen, Germany. Of the 12 plants, four a
the United Kingdom, two in France and one each in the Netherlands and Poland. In total the new
approximately 12 billion cans annually, with 60 percent being produced from steel and 40 perce
can plants use steel only, three use aluminum and two plants use both metals.

Ball Packaging Europe's metal beverage container business is the second largest in Europe, wit
of 31 percent, and produces two-piece beverage cans and can ends for beer, carbonated soft dri
isotonics, milk-based beverages, coffee drinks and alcoholic mixed drinks. In Western Europe,
beverage container manufacturer in Germany, France and the Benelux countries and the second la
manufacturer in the United Kingdom. In addition, it has contributed to the development of the
and has an estimated 50 percent market share in Poland.

As in North America, the metal beverage can continues to compete aggressively with other packa
beer and soft drink industries. The glass bottle is utilized in the packaged beer industry, wh
the PET bottle has grown.

The European beverage can business has a relatively balanced and stable customer base with 10
approximately 55 percent of its gross trade sales and 20 customers accounting for approximatel
Ball Packaging Europe's major customers include Coca-Cola, Britvic (Pepsi-Cola), Coors, Heinek
African Breweries.

Our operations in Germany are subject to packaging legislation that exempts one-way containers
long as returnable containers maintain at least a 72 percent market share. After the market sh
level, regulators imposed a mandatory deposit fee on cans and other non-refillable containers
although an effective container return system is not expected to be in place until October 200
soon to determine the long-term impact the deposit fee will have on sales in Germany, but in t
reduced production at our German plants in response to lower demand.

The European packaging business is capital intensive, requiring significant investments in mac
Profitability is sensitive to selling prices, foreign exchange rates, production volumes, labo
of certain raw materials, such as aluminum and steel. The European market for steel and alumin
with three steel suppliers and four aluminum suppliers providing 95 percent of European demand
generally for a period of one year, although Ball Packaging Europe has negotiated some longer
primarily in U.S. dollars while the functional currencies of Ball Packaging Europe and its sub
This inherently results in a foreign exchange rate risk, which the company minimizes through t

Other International

Through Ball Asia Pacific Holdings Limited, we are the largest beverage can manufacturer in th
and believe that our facilities are the most modern in that country. Capacity has grown rapidl
supply/demand imbalance. We undertook a review of our options there and, as a result, have clo
past several years. The Beijing manufacturing facility is one of the most technologically adva
company's 34 percent-owned affiliate, Sanshui Jianlibao FTB Packaging Limited, is the largest
PRC in terms of production capacity.

We are also a 50 percent equity owner of a joint venture in Brazil that produces approximately
and ends and holds an estimated 15 percent market share.

For more information on Ball's international operations, see Item 2, Properties, and Exhibit 2

Aerospace and Technologies

The aerospace and technologies segment includes defense systems, civil space systems and comme
defense operations business unit includes defense systems, systems engineering services, advan

electro-optics and cryogenic systems and components. Sales in the aerospace and technologies s
13 percent of consolidated net sales in 2002.

The majority of the aerospace and technologies segment business involves work under contracts,
in duration, for the National Aeronautics and Space Administration (NASA), the U.S. Department
government agencies and for foreign governments. Contracts funded by the various agencies of t
approximately 96 percent of segment sales in 2002. Geopolitical events and executive and legis
created considerable growth opportunities in our core competencies. However, consolidation in
industries continues, and there is strong competition for business.

Civil space systems, defense systems and commercial space operations include hardware, softwar
international customers, with emphases on space science, environmental and Earth sciences, def
missions and space exploration. Major contractual activities frequently involve the design, m
satellites, ground systems and payloads (including launch vehicle integration), as well as sat
hardware and software. The company also produces navigation and cryogenic equipment that is st
shuttle mission. At this time, the company anticipates minimal effect on its results from the
on February 1, 2003.

Other hardware activities include: target identification, warning and attitude control system
systems for reactant storage, and sensor cooling devices using either closed-cycle mechanical
solid and liquid cryogens; star trackers, which are general-purpose stellar attitude sensors;

Additionally, the aerospace and technologies segment provides diversified technical services a
government agencies, prime contractors and commercial organizations for a broad range of infor
avionics, intelligence, training and space systems needs.

Backlog of the aerospace and technologies segment was approximately $497 million and $431 mill
respectively, and consists of the aggregate contract value of firm orders, excluding amounts p
The 2002 backlog includes approximately $329 million expected to be billed during 2003, with t
thereafter. Unfunded amounts included in backlog for certain firm government orders which are
approximately $334 million at December 31, 2002. Year-to-year comparisons of backlog are not n
of future operations.

The company's aerospace and technologies segment has contracts with the U.S. government or its
termination provisions. The government retains the right to terminate contracts at its conveni
terminated in this manner, Ball is entitled to reimbursement for allowable costs and profits t
to authorized work performed to such date. U.S. government contracts are also subject to reduc
of changes in government requirements or budgetary constraints.

Patents

In the opinion of the company, none of its active patents is essential to the successful opera

Research and Development

Note 17, "Research and Development," in the 2002 Annual Report to Shareholders contains inform
development activity and is incorporated herein by reference.

Environment

Aluminum, steel and PET containers are recyclable, and significant amounts of used containers
from the solid waste stream. Using the most recent data available, in 2001 approximately 55 pe
58 percent of steel cans and 22 percent of the PET containers sold in the U.S. were recycled.

Recycling rates vary throughout Europe, but generally are comparable with rates for similar pa
Some of the highest rates are in Germany where both aluminum and steel cans were recycled at r
80 percent prior to the imposition of mandatory deposits on one-way packaging effective Januar

Compliance with federal, state and local laws relating to protection of the environment has no
upon capital expenditures, earnings or competitive position of the company. As more fully desc
Proceedings, the U. S. Environmental Protection Agency and various state environmental agencie
as a potentially responsible party, along with numerous other companies, for the cleanup of se

However, the company's information at this time does not indicate that these matters will have
upon the liquidity, results of operations or financial condition of the company.

Legislation which would prohibit, tax or restrict the sale or use of certain types of containe
of solid wastes such as packaging materials from disposal in landfills, has been or may be int
and Asia. While container legislation has been adopted in a few jurisdictions, similar legisla
referenda in several others. The company anticipates that continuing efforts will be made to c
in many jurisdictions in the future. If such legislation was widely adopted, it could have a m
business of the company, as well as on the container manufacturing industry generally, in view
global sales and investment in metal and PET container manufacture.

Employees

At the end of February 2003 the company employed approximately 12,500 people worldwide, includ
in the United States and 4,200 in other countries. Approximately 20 percent of the North Ameri
approximately 90 percent of the European employees were unionized.

Where to Find More Information

Ball Corporation is subject to the reporting and other information requirements of the Exchang
information filed with the Securities and Exchange Commission (SEC) pursuant to the Exchange A
at the public reference facility maintained by the SEC in Washington, D.C. The SEC maintains a
containing our reports, proxy materials, information statements and other items.

The company also maintains a website at http://www.ball.com on which it provides a link to acc
of charge.

Item 2. Properties

The company's properties described below are well maintained, are considered adequate and are
purposes.

The Corporate headquarters is located in Broomfield, Colorado. Ball Aerospace & Technologies C
Broomfield, Colorado. The Colorado-based operations of this business occupy a variety of compa
in Broomfield, Boulder and Westminster, which together aggregate approximately 1,200,000 squar
research and development, engineering and test and manufacturing space. Other aerospace and te
facilities in California, Florida, Georgia, New Mexico, Ohio, Texas, Virginia and Australia.

The offices for the North American packaging operations are based in Westminster, Colorado, an
packaging operations are located in Ratingen, Germany. Also located in Westminster is the Edmu
which serves as a research and development facility, primarily for the metal packaging operati
and development center for the plastic container business, currently located in Smyrna, Georgi
by the end of 2004. The European Technical Centre, which serves as a research and development
can manufacturing operations, is located in Bonn, Germany.

Information regarding the approximate size of the manufacturing locations for significant pack
or leased by the company, follows. Facilities in the process of being shut down have been excl
locations include multiple facilities, the total approximate size for the location is noted. I
listed, the company leases other warehousing space.

Plant Location	**Approximate Floor Space in Square Feet**
Metal packaging manufacturing facilities:	
North America	
Springdale, Arkansas	286,000
Richmond, British Columbia	194,000
Fairfield, California	340,000
Torrance, California	265,000
Golden, Colorado	500,000
Tampa, Florida	275,000

Kapolei, Hawaii	132,000
Monticello, Indiana	356,000
Kansas City, Missouri	400,000
Saratoga Springs, New York	358,000
Wallkill, New York	314,000
Reidsville, North Carolina	287,000
Columbus, Ohio	167,000
Findlay, Ohio*	733,000
Burlington, Ontario	308,000
Whitby, Ontario*	200,000
Guayama, Puerto Rico	225,000
Baie d'Urfe, Quebec	211,000
Chestnut Hill, Tennessee	300,000
Conroe, Texas	180,000
Fort Worth, Texas	328,000
Bristol, Virginia	241,000
Williamsburg, Virginia	457,000
Seattle, Washington	166,000
Weirton, West Virginia (leased)	85,000
DeForest, Wisconsin	360,000
Milwaukee, Wisconsin*	402,000
Europe	
Bierne, France	263,000
La Ciotat, France	354,000
Braunschweig, Germany	180,000
Hassloch, Germany	283,000
Hermsdorf, Germany	248,000
Weissenthurm, Germany	257,000
Oss, Netherlands	231,000
Radomsko, Poland	309,000
Deeside, U.K.	109,000
Rugby, U.K.	175,000
Runcorn, U.K.	140,000
Wrexham, U.K.	222,000
Asia	
Beijing, PRC	238,000
Hubei (Wuhan), PRC	167,000
Shenzhen, PRC	323,000

*Includes both metal beverage container and metal food container manufacturing operations.

Plant Location	**Approximate Floor Space in Square Feet**
Plastic packaging manufacturing facilities:	
North America	
Chino, California (leased)	500,000
Ames, Iowa	840,000
Delran, New Jersey	450,000
Baldwinsville, New York (leased)	240,000
Watertown, Wisconsin	111,000
Asia	
Zhongfu, PRC (leased)	52,000
Hemei, PRC	42,000

In addition to the consolidated manufacturing facilities, the company has ownership interests packaging affiliates located primarily in the PRC, Brazil and Thailand.

Item 3. Legal Proceedings

North America

As previously reported, the U.S. Environmental Protection Agency (EPA) considers the company a Po
with respect to the Lowry Landfill site located east of Denver, Colorado. On June 12, 1992, the c
filed by the City and County of Denver (Denver) and Waste Management of Colorado, Inc., seeking c
approximately 38 other companies. The company filed its answer denying the allegations of the Com
company was served with a third-party complaint filed by S.W. Shattuck Chemical Company, Inc., se
company and other companies for the costs associated with cleaning up the Lowry Landfill. The com
of the complaint.

In July 1992 the company entered into a settlement and indemnification agreement with Denver, Che
and Waste Management of Colorado, Inc. (collectively Waste) pursuant to which Denver and Waste di
the company and Waste agreed to defend, indemnify and hold harmless the company from claims and l
agencies and other parties relating to actions seeking contributions or remedial costs from the c
site. Several other companies, which are defendants in the above-referenced lawsuits, had already
and indemnification agreement with Denver and Waste. Waste Management, Inc., has agreed to guaran
Waste Management, Inc., and Waste Management of Colorado, Inc. Denver and Waste may seek addition
the response costs related to the site exceed $319 million. The company might also be responsible
dollars) for any additional wastes which may have been disposed of by the company at the site but
execution of the settlement agreement.

At this time, there are no Lowry Landfill actions in which the company is actively involved. Base
the company at this time, the company does not believe that this matter will have a material adve
results of operations or financial condition of the company.

The company previously reported that on August 1, 1997, the EPA sent notice of potential liabilit
activities at one or more of the four Rocky Flats parcels (including land owned by Precision Chem
Inorganics) at the Rocky Flats Industrial Park site (RFIP) located in Jefferson County, Colorado.
AERRCO site and a site owned by Thoro Products Company. Based upon sampling at the site in 1996,
site work would be required to determine the extent of contamination and the possible cleanup of
PRPs to perform certain site work in 1996. These discussions have been ongoing. On December 19, 1
Administrative Order on Consent (AOC) to conduct the engineering estimates and cost analyses. The
company has funded approximately $70,000 toward these costs. The PRPs have negotiated an agreemen
$5,000 as an initial group contribution. The company has agreed to pay 12 percent of the costs of
a percentage of the cleanup costs on the Thoro site. On January 8, 2003, the company made an addi
the cost of cleanup. Based on the information available to the company at the present time, the c
matter will have a material adverse effect upon the liquidity, results of operations or financial

As previously reported, in October 2001 representatives of Vauxmont Intermountain Communities not
AERRCO site, including the company, (AERRCO PRPs) that hazardous materials might have contaminate
The AERRCO site is contained within the Rocky Flats Industrial Park site. Vauxmont also alleges t
contract with a home developer for the purchase of a portion of the land. Vauxmont representative
PRPs study any contamination to the Vauxmont real estate. The AERRCO PRPs agreed to undertake suc
final approval. Based on the information, or lack thereof available to the company at the present
believe that this matter will have a material adverse effect upon the liquidity, results of opera
of the company.

As previously reported, the company was notified on June 19, 1989, that the EPA has designated th
companies as PRPs responsible for the cleanup of certain hazardous wastes that were released at t
in Elkton, Maryland. In December 1989, the company, along with other companies whose alleged haza
Spectron, Inc., site were considered to be de minimis, entered into a settlement agreement with t
in connection with the removal action of aboveground site areas. By a letter dated September 29,
other above-described PRPs, were notified by the EPA that it was negotiating with the large-volum
performance of a site environmental study as a prerequisite to long-term remediation. The EPA and
second de minimis program buyout for settlement of liability for remediation of the site, and the
including the company. On August 10, 2001, the EPA issued a General Notice and Opportunity to Par
letter to the company and over 1,000 other PRP's. The company signed the Global Consent Decree fo
September 6, 2001, and returned it to the EPA. Within 30 days of entry of the Consent Decree, the
of $66,737 to the EPA and an additional payment of $53,668 to the large volume PRPs. Alltrista Co

the company for $116,311 of the $120,404 total payment. Once the Consent Decree is final, the com liability at the site will be resolved. The Consent Decree is finalized and expected to be entere information available to the company at the present time, the company does not believe that this adverse effect upon the liquidity, results of operations or financial condition of the company.

As previously reported, during July 1992, the company received information that it had been named Solvents Recovery of New England Site (SRSNE) located in Southington, Connecticut. According to t alleged that the company contributed approximately 0.08816 percent of the waste contributed to th The PRP group has been involved in negotiations with the EPA regarding the remediation of the sit approximately $17,500 toward site investigation and remediation efforts. The PRP group has spent of 2001. Approximately $1.5 million more will be spent to complete a remedial investigation/feasi remediation work through 2003. As of December 2001, projected remediation cost estimates for a bi oxidation system ranged from $20 million to $30 million. A de minimis offer was expected to be pr be no proposals made in the foreseeable future. The PRP group offered a $5.5 million settlement t $16 million for past costs at the SRSNE site. PRP/EPA negotiations to resolve the past cost claim resolved and are not being actively pursued by the PRP group. A natural resources damage claim of anticipated. The company paid $1,230 in 2002 toward site assessments. Based on the information, o company at the present time, the company does not believe that this matter will have a material a results of operations or financial condition of the company.

The EPA has also sought recovery for the Angelillo site which is related to the SRSNE site. Conta transferred from the SRSNE Site to the Angelillo site and removed by the EPA's contractor in 1996 PRP group in March 2000 of their intention to seek recovery of approximately $1,155,000 for work site. The company signed a Tolling Agreement with the EPA on April 20, 2000, regarding the Angeli EPA reached agreement on past EPA site costs for Angelillo. The company signed the Agreement for on March 20, 2001. The PRP and the EPA finalized a settlement of the past site costs. The PRP gro behalf of the PRP group. The company paid $885 on May 15, 2001, and $1,139 on December 5, 2001, f is now resolved with no material adverse effect upon the liquidity, results of operations or fina

The company previously reported that on or about June 14, 1990, the El Monte plant of Ball-InCon wholly-owned subsidiary of the company (renamed Ball Glass Container Corporation [Ball Glass]), t contributed in September 1995 into a joint venture with Compagnie de Saint-Gobain (Saint-Gobain), Industries, Inc., and currently wholly owned by Saint-Gobain, received a general notification let from the EPA, Region IX, notifying Ball Glass that it may have a potential liability as defined i Comprehensive Environmental Response, Compensation and Liability Act (CERCLA) with respect to the Superfund Sites located in Los Angeles County, California. The EPA requested certain information responded. A PRP group organized and drafted a PRP group agreement, which Ball Glass executed. Th with the EPA over the terms of the administrative consent order, statement of work for the remedi cleanup, and the interim allocation arrangement between PRP group members to fund the remedial in allocation approach requires that any payment will be based upon contribution to pollution. An AO and the EPA. The EPA also accepted the statement of work for the remedial investigation phase of retained an environmental engineering consulting firm to perform the remedial investigation. As r submitted to the EPA copies of all environmental studies conducted at the plant, the majority of to the State of California. The EPA then approved the work plan, project management plan, and the of the PRP group's proposed RI/FS. The PRP group funded the RI/FS. The PRP group's environmental its Feasibility Study Technical Memorandum 1 to the USEPA concerning the site. Five potential rem in the study. USEPA finalized the Record of Decision ("ROD") and selected the most extensive and remedy is extraction and treatment of the solvent contaminated groundwater in both the east El Mo deep and shallow aquifers. The PRP group then commenced the final allocation process. The Alloca task and undertook the development of the method for final allocation of costs among PRP group me has not been made, the Allocation Committee will, if necessary, allocate costs so that PRP group majority of the contamination will pay a higher percentage of the cleanup costs required by the R method for final remediation costs Ball Glass performed additional soil vapor analysis testing to groundwater sampling analyses previously conducted. In a significant positive development, the r locations were non-detect for constituents of concern sampled (i.e., those pollutants present in November 11, 1999, Ball Glass informed the PRP group of these results, which should reduce Ball G such allocation method. Related to remediation costs, the San Gabriel Basin Water Quality Authori $500,000 as an early response action program ("ERAP"); and as a result, the PRP group implemented treatment program under ERAP (in order to obtain such matching public grant funds), using group f shallow aquifer groundwater remediation wells. Regarding the anticipated implementation of the f with area water providers who may pump and treat deep aquifer groundwater from the east and west successful the PRP group members may only be responsible for remediation of shallow aquifers on t operable unit. The company has also been involved with other de minimis members of the PRP group August 2001, the de minimis members, including the company, finalized their de minimis offer to t offer is $3.75 million with the company's share being $391,000 (10%). Also, the company and the o tentative buy-out settlement with Gould Industries and the other large PRPs who will be site work submitted to USEPA and subsequently withdrawn a good-faith offer to conduct the final site remedi continues. In addition, the company's general liability insurer is defending this governmental ac defense, including attorneys' fees under a reservation of rights. Based on the information, or la company at the present time, the company is unable to express an opinion as to the actual exposur company does not believe that this matter will have a material adverse effect upon the liquidity, financial condition of the company.

The company previously reported that in 1998 various consumers filed toxic tort litigation in the County (Trial Court) against various water companies operating in the San Gabriel Valley Basin. T Trial Court to remove this action to the California Public Utilities Commission. The Trial Court this decision to the California Court of Appeals, which reversed the Trial Court. One non-regulat to the California Supreme Court. Pending completion of the appellate process, the Trial Court sta litigation except that the plaintiffs were permitted to add additional defendants. Plaintiffs hav which are alleged to be PRPs in the various operable units in the San Gabriel Valley Superfund Si the six separate lawsuits in the Northeast District (Pasadena) and designated the case of Adler, Water Company, et al., as the lead case. In late March 1999, Ball-Foster Glass Container Co., L.L Containers, Inc.), the present owner of the El Monte glass plant and an entity in which the compa interest, received a summons and amended complaint based on its ownership of the El Monte glass p the lawsuit to the company for defense and indemnity. The company in turn tendered this lawsuit t for defense and indemnity. The litigation, including the filing of answers by such joined parties of the California Supreme Court as to whether the California Public Utilities Commission had sole since some of the defendants are regulated utilities. On February 4, 2002, the California Supreme upholding the decision of the Court of Appeals ruling that the plaintiffs may proceed with their Court against all defendants, including the company, who are non-regulated utilities. A complex c entered. Under the order, the cases were divided into three groups with the company being named i plaintiffs were ordered to re-file their complaints. Plaintiffs served the consolidated Adler gro and the company filed its answer to the group complaint. At a hearing on October 21, 2002, the ju claims in the complaint. The case management order also allows limited discovery by written inter for production of documents. Similarly situated de minimis industry defendants have formed a join has joined the group. During January and February 2003, the company responded to discovery reques company's general liability insurer is defending this action and is paying the cost of defense, i a reservation of rights. Based on the information, or lack thereof, available to the company at t unable to express an opinion as to the actual exposure for this matter; however, based on the inf at the present time, the company does not believe that this matter will have a material adverse e of operations or financial condition of the company.

On December 30, 2002, the company received a 104(e) letter from the USEPA pursuant to the Compreh Compensation and Liability Act (CERCLA) requesting answers to certain questions regarding the was Heekin Can Company and the relationship between the company and the Heekin Can Company. Region 5 cleanup of the Jackson Brothers Paint Company site which consists of four, and possibly five, sit The Jackson Brothers Paint Company apparently disposed of drums of waste in the 1960s and 1970s. of the waste that has been uncovered was sent to the sites from the Cincinnati plant operated by Indiana Department of Environmental Management (IDEM) referred this matter to the USEPA for remov the present time there are an undetermined number of drums at one or more of the sites that have USEPA as originating from the Heekin Can Company. The USEPA has sent 104(e) letters to seven othe including the Heekin Can Company. On January 30, 2003, the company responded to the request for i 104(e) of CERCLA. The USEPA has initially estimated cleanup costs to be between $4 million and $5 or lack thereof, available to the company at the present time, the company does not believe that adverse effect upon the liquidity, results of the operations or financial condition of the compan

The company previously reported that in March of 1992, William Hallahan, an employee of the compa Saratoga Springs, New York, filed a workers' compensation claim alleging that he suffers from a f his exposure to certain chemicals used in the plant. The company denied the claim, and hearings o Workers' Compensation Board of the State of New York. Testimony was concluded in April 1996. On J Law Judge (ALJ) filed his Memorandum of Decision finding in favor of the claimant. The decision w Compensation Board remanded the case back to the ALJ for further findings. The ALJ made those fin appealed the case. In June 1999, a three-judge panel of the Workers' Compensation Board reversed that the claimant failed to show a causal relationship between the claimant's workplace and his d he developed an occupational disease from an exposure at the plant. The Board then closed the cas to the Full Workers' Compensation Board and alternatively to the Appellate Division of the New Yo May 30, 2000, the Full Workers' Compensation Board denied Mr. Hallahan's appeal. On April 6, 2001 New York State Workers' Compensation Board deemed Mr. Hallahan's appeal to have been abandoned. O filed a Petition to reopen the workers' compensation case on the basis that ethylene glycol monob (EGBE) may have been the possible cause of Mr. Hallahan's leukemia. Mr. Hallahan's attorney reque under its continuing jurisdiction. Claimant also claims that this information supports their expe the hearing regarding the cause of Mr. Hallahan's leukemia. Mr. Hallahan's counsel also argued th that EGBE is a possible human carcinogen. The company filed a statement in opposition to Mr. Hall On February 4, 2002, the Board denied the request to reopen the case. This decision was not appea with no material adverse effect upon the liquidity, results of operations or financial condition

As previously reported, on or about December 31, 1992, William Hallahan and his wife filed suit i of New York, County of Saratoga, against certain manufacturers of solvents, coatings and equipmen Inc. and Belvac Production Machinery, seeking damages in the amount of $15 million for allegedly to harmful toxins. Somerset and Belvac filed third-party complaints seeking contribution from the might be required to pay William Hallahan. The defendants, including the company, have filed a mo the plaintiff requesting a judgment that the Workers' Compensation Board has determined this case July 3, 2002, the Court entered a decision in favor of the defendants and us. On August 13, 2002, decision. On August 29, 2002, Mr. Hallahan and his wife filed an appeal in the Appellate Division Appellate Division held a mandatory mediation conference regarding this case. Certain defendants plaintiffs as to all parties. The company did not contribute to the settlement. The settlement ag parties. The appeal has been withdrawn by Mr. and Mrs. Hallahan. This matter has now been resolve upon the liquidity, results of operations or financial condition of the company.

Europe

Ball Packaging Europe, together with other plaintiffs, is contesting the enactment of a mandatory containers based on the German Packaging Regulation (Verpackungsverordnung) in federal and state proceedings in the administrative court in Hessen (Verwaltungsgericht Wiesbaden) and Brandenburg discontinued on September 24 and October 30, 2002, respectively. The Administrative Court in Nort (Verwaltungsgericht Düsseldorf) has rendered a positive judgment and confirmed that a duty to imp as of January 1, 2003, does not exist. According to that court, a mandatory deposit fee to protec legal basis in the current legislation. Other administrative courts have not yet scheduled hearin filed an appeal against the suspensive effect of the judgment of the administrative court in Nort Oberverwaltungsgericht Münster (Higher Administrative Court) and has filed an appeal on the merit Bundesverwaltungsgericht in Leipzig (Federal Administrative Court). On November 27, 2002, the Hig Münster decided to lift the temporary legal protection. On January 16, 2003, the Federal Administ decided that the plaintiffs did not have procedural standing in the administrative court in Düsse reach the issue of whether the imposition of the mandatory deposit is a proper implementation of proceeding in the Bundesverfassungsgericht in Karlsruhe (Federal Constitutional Court) is still p has not yet been set. Based on the information, or lack thereof available to the company at the p to express an opinion as to the actual exposure of the company, however, the company does not bel material adverse effect upon the liquidity, results of operations or financial condition of the c

Item 4. Submission of Matters to Vote of Security Holders

There were no matters submitted to the security holders during the fourth quarter of 2002.

Part II

Item 5. Market for the Registrant's Common Stock and Related Stockholder Matters

Ball Corporation common stock (BLL) is traded on the New York, Chicago and Pacific Stock Excha shareholders of record on February 28, 2003.

Securities authorized for issuance under equity compensation plans are summarized below:

Equity Compensation Plan Informatio

		N
	Number of Securities	Rem

Plan category	to be Issued Upon Exercise of Outstanding Options, Warrants and Rights (a)	Weighted-average Exercise Price of Outstanding Options, Warrants and Rights	Fu E S
Equity compensation plans approved by security holders	-	-	
Equity compensation plans not approved by security holders	3,208,747	$ 24.565	
Total	3,208,747	$ 24.565	

Other information required by Item 5 appears under the caption, "Quarterly Stock Prices and Di
Report to Shareholders and is incorporated herein by reference.

Item 6. Selected Financial Data

The information required by Item 6 for the five years ended December 31, 2002, appearing in th
Review of Selected Financial Data," of the 2002 Annual Report to Shareholders, is incorporated

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

"Management's Discussion and Analysis of Financial Condition and Results of Operations" in the
Shareholders is incorporated herein by reference.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk

The information required by Item 7A appears under the caption, "Financial Instruments and Risk
"Management's Discussion and Analysis of Financial Condition and Results of Operations" sectio
Shareholders, which is incorporated herein by reference.

Item 8. Financial Statements and Supplementary Data

The consolidated financial statements and notes thereto of the 2002 Annual Report to Sharehold
thereon of PricewaterhouseCoopers LLP, dated January 21, 2003, included in the 2002 Annual Rep
incorporated herein by reference.

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

There were no matters required to be reported under this item.

Part III

Item 10. Directors and Executive Officers of the Registrant

The executive officers of the company as of December 31, 2002, were as follows:

1. R. David Hoover, 57, Chairman, President and Chief Executive Officer since April 2002 and a
was President and Chief Executive Officer from January 2001 until April 2002 and Vice Chairm
Officer from April 2000 to January 2001; Vice Chairman, President and Chief Financial Office
Vice Chairman and Chief Financial Officer, 1998-2000; Executive Vice President and Chief Fin
Executive Vice President, Chief Financial Officer and Treasurer, 1996-1997; Executive Vice P
Officer, 1995-1996; Senior Vice President and Chief Financial Officer, 1992-1995; Vice Presi
Assistant Treasurer, 1987-1988; Vice President, Finance and Administration, Technical Produc
Finance and Administration, Management Services Division, 1983-1985.

2. Raymond J. Seabrook, 51, Senior Vice President and Chief Financial Officer since April 2000;
April 1998 to April 2000; Vice President, Planning and Control, 1996-1998; Vice President an
Vice President and Chief Financial Officer, Ball Packaging Products Canada, Inc., 1988-1992.

3. Leon A. Midgett, 60, Executive Vice President and Chief Operating Officer, Packaging, since Officer, Packaging, and President of North American Beer/Beverage, January 2000 to April 200 Beer/Beverage, November 1995 to January 2000.

4. Hanno C. Fiedler, 57, Executive Vice President and a director since December 2002 as well as Officer of Ball's European packaging business. Mr. Fiedler was Chairman of the Board of Mana from January 1996 until December 2002 and, prior to that, headed the European activities of

5. Donald C. Lewis, 60, Vice President and General Counsel, since September 1998 and Assistant December 2002; Vice President, Assistant Corporate Secretary and General Counsel, 1997-1998; Corporate Secretary, 1995-1997; Associate General Counsel and Assistant Corporate Secretary, Counsel, 1983-1990; Assistant General Counsel, 1980-1983; Senior Attorney, 1978-1980; Genera

6. Harold L. Sohn, 56, Vice President, Corporate Relations, since March 1993; Director, Industr 1988-1993.

7. David A. Westerlund, 52, Senior Vice President, Administration, since April 1998 and Corpora December 2002; Vice President, Administration, 1997-1998; Vice President, Human Resources, 1 Corporate Human Resources, July 1994-December 1994; Vice President, Human Resources and Admi Corporation, 1988-1994; Vice President, Human Resources, Ball-InCon Glass Packaging Corp., 1

8. Scott C. Morrison, 40, Vice President and Treasurer since April 2002; Treasurer September, 2 Director/Senior Banker of Corporate Banking, Bank One, Indianapolis, Indiana, 1995 to August

9. John A. Hayes, 37, Vice President, Corporate Strategy, Marketing and Product Development sin Corporate Planning and Development, April 2000 to January 2003; Senior Director, Corporate P 1999 to April 2000; Vice President, Mergers and Acquisitions/Corporate Finance, Lehman Broth to February 1999.

10. Douglas K. Bradford, 45, Controller since April 2002; Assistant Controller, May 1998 to Apri Administration, January 1995 to May 1998; Director, Tax Administration, July 1989 to January

Other information required by Item 10 appearing under the caption, "Director Nominees and Cont page 4 and under the caption, "Section 16(a) Beneficial Ownership Reporting Compliance," on pa statement filed pursuant to Regulation 14A dated March 17, 2003, is incorporated herein by ref

Item 11. Executive Compensation

The information required by Item 11 appearing under the caption, "Executive Compensation," beg proxy statement filed pursuant to Regulation 14A dated March 17, 2003, is incorporated herein Ball Corporation 2000 Deferred Compensation Company Stock Plan and the Ball Corporation Deposi encourage key executives and other participants to acquire a larger equity ownership interest their interest in the company's stock performance. Nonemployee directors also participate in t Company Stock Plan.

Item 12. Security Ownership of Certain Beneficial Owners and Management

The information required by Item 12 appearing under the caption, "Voting Securities and Princi through 3 of the company's proxy statement filed pursuant to Regulation 14A dated March 17, 20 reference.

Item 13. Certain Relationships and Related Transactions

The information required by Item 13 appearing under the caption, "Ratification of the Appointm on page 19 of the company's proxy statement filed pursuant to Regulation 14A dated March 17, 2 reference.

Item 14. Disclosure Controls and Procedures

Within 90 days of the filing of the annual report, our Chief Executive Officer and Chief Finan evaluation of our disclosure controls and procedures as defined by the SEC and concluded that

ensure that information required to be disclosed by us in this annual report is recorded, proc
within the time periods specified in the SEC's rules and forms. There have not been any signi
controls or in other factors that would significantly affect these controls subsequent to the
corrective actions with regard to significant deficiencies and material weaknesses in the inte

Part IV

Item 15. Exhibits, Financial Statement Schedules and Reports on Form 8-K

(a) (1) ***Financial Statements:***

The following documents included in the 2002 Annual Report to Shareholders are incorporat

Consolidated statements of earnings - Years ended December 31, 2002, 2001 and 2000

Consolidated balance sheets - December 31, 2002 and 2001

Consolidated statements of cash flows - Years ended December 31, 2002, 2001 and 2000

Consolidated statements of shareholders' equity and comprehensive earnings - Years en
2000

Notes to consolidated financial statements

Report of independent accountants

(2) ***Financial Statement Schedules:***

Financial statement schedules have been omitted as they are either not applicable, are co
required information is included in the consolidated financial statements or notes theret

(3) ***Exhibits:***

See the Index to Exhibits which appears at the end of this document and which is incorpor

(b) ***Reports on Form 8-K:***

A Current Report on Form 8-K was filed on November 14, 2002, furnishing under Item 9 the
U.S.C. Section 1380, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
of the Board, President and Chief Executive Officer of Ball Corporation, and by Raymond J
and Chief Financial Officer of Ball Corporation.

A Current Report on Form 8-K was filed on November 20, 2002, reporting under Items 5, 7 a
commencing the solicitation of consents from holders of its 7-3/4% Senior Notes due 2006
Notes due 2008 to amend certain provisions of the senior note indenture and the senior su
those securities. In addition, the company furnished financial statements of Schmalbach-L

A Current Report on Form 8-K was filed on November 27, 2002, reporting under Items 5 and
offering of senior notes to be used to help finance the acquisition of Schmalbach-Lubeca

A Current Report on Form 8-K was filed on December 31, 2002, reporting: (1) under Item 2
of the outstanding shares of Schmalbach-Lubeca GmbH, (2) under Item 5 that, in connection
completed the issuance of $300 million in 6-7/8% senior notes due 2012.

FORWARD-LOOKING STATEMENTS

The company has made or implied certain forward-looking statements in this annual report which
time frame covered by this report. These forward-looking statements represent the company's go
from those expressed or implied. From time-to-time we also provide oral or written forward-loo
we release to the public. As time passes, the relevance and accuracy of forward-looking statem
could cause the company's actual results or outcomes to differ materially from those discussed
include, but are not limited to: fluctuation in customer and consumer growth and demand, parti

demand for metal beverage beer and soft drink cans is heaviest; product introductions; insuffi
overcapacity in foreign and domestic metal and plastic container industry production facilitie
financial results; lack of productivity improvement or production cost reductions; the weather
yields; power and natural resource costs; difficulty in obtaining supplies and energy, such as
in and pricing of raw materials, particularly resin, steel and aluminum and the ability or ina
customers changes in raw material costs; changes in the pricing of the company's products and
and the possible decrease in, or loss of, sales resulting therefrom; loss of profitability and
reduced cash flow; transportation costs; the inability to continue the purchase of the company
obtain adequate credit resources for foreseeable financing requirements of the company's busin
credit obligations; regulatory action or federal and state legislation including mandated corp
reporting laws; the German mandatory deposit or other restrictive packaging legislation such a
interest rates, particularly on floating rate debt of the company; labor strikes; increases in
labor costs, specifically pension, medical and health care costs incurred in the countries in
of return projected and earned on assets of the company's defined benefit retirement plans; bo
intellectual property, consumer and other issues; maintenance and capital expenditures; goodwi
accounting on earnings; changes in generally accepted accounting principles or their interpret
the authorization, funding and availability of government contracts and the nature and continu
related services provided thereunder; technical uncertainty associated with performance of aer
contracts; the ability to promptly invoice and collect accounts receivable from customers, par
agencies; international business and market risks such as the devaluation of international cur
inability to sell scrap associated with the production of metal containers; international busi
exchange rates) in the United States, Europe and particularly in developing countries such as
rate of the U.S. dollar against the European euro, British pound, Polish zloty, Hong Kong doll
renminbi and Brazilian real; terrorist activity or war that disrupts the company's production,
materials used in the production of the company's goods and services, including increased ener
ability of the company to obtain adequate credit resources for the foreseeable financing requi
businesses; and successful or unsuccessful acquisitions, joint ventures or divestitures and th
associated therewith, including the integration and operation of the business of Schmalbach-Lu
Packaging Europe. If the company is unable to achieve its goals, then the company's actual pe
from those goals expressed or implied in the forward-looking statements. The company does not
forward-looking statements except as it deems necessary at quarterly or annual earnings report
consult any further disclosures we make on related subjects in our 10-Q, 8-K and 10-K reports
Commission.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, th
report to be signed on its behalf by the undersigned, thereunto duly authorized.

BALL CORPORATION
(Registrant)

By: /s/ R. David Hoover
R. David Hoover, Chairman
and Chief Executive Offic
March 27, 2003

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been sign
behalf of the registrant and in the capacities and on the dates indicated below.

(1) Principal Executive Officer:

/s/ R. David Hoover	Chairman, President and Chief Executive Officer
R. David Hoover	March 27, 2003

(2) Principal Financial Accounting Officer:

/s/ Raymond J. Seabrook		Sr. Vice President and Chief Financial Officer
Raymond J. Seabrook		March 27, 2003

(3) Controller:

/s/ Douglas K. Bradford		Controller
Douglas K. Bradford		March 27, 2003

(4) A Majority of the Board of Directors:

/s/ Frank A. Bracken	*	Director
Frank A. Bracken		March 27, 2003
/s/ Howard M. Dean	*	Director
Howard M. Dean		March 27, 2003
/s/ John T. Hackett	*	Director
John T. Hackett		March 27, 2003
/s/ Hanno C. Fiedler	*	Director
Hanno C. Fiedler		March 27, 2003
/s/ R. David Hoover	*	Chairman of the Board and Dir
R. David Hoover		March 27, 2003
/s/ John F. Lehman	*	Director
John F. Lehman		March 27, 2003
/s/ Jan Nicholson	*	Director
Jan Nicholson		March 27, 2003
/s/ George A. Sissel	*	Director
George A. Sissel		March 27, 2003
/s/ Theodore M. Solso	*	Director
Theodore M. Solso		March 27, 2003
/s/ William P. Stiritz	*	Director
William P. Stiritz		March 27, 2003
/s/ Stuart A. Taylor II	*	Director
Stuart A. Taylor II		March 27, 2003

*By R. David Hoover as Attorney-in-Fact pursuant to a Limited Power of Attorney executed by th
which Power of Attorney has been filed with the Securities and Exchange Commission.

By: /s/ R. David Hoover
R. David Hoover
As Attorney-in-Fact
March 27, 2003

Certification

I, R. David Hoover, certify that:

1. I have reviewed this annual report on Form 10-K of Ball Corporation;

2. Based on my knowledge, this annual report does not contain any untrue statement of a mat
material fact necessary to make the statements made, in light of the circumstances under
not misleading with respect to the period covered by this annual report;

3. Based on my knowledge, the financial statements, and other financial information include
present in all material respects the financial condition, results of operations and cash
and for, the periods presented in this annual report;

4. The registrant's other certifying officers and I are responsible for establishing and ma
procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and w

a) Designed such disclosure controls and procedures to ensure that material inform
including its consolidated subsidiaries, is made known to us by others within t
the period in which this annual report is being prepared;

b) Evaluated the effectiveness of the registrant's disclosure controls and procedu
prior to the filing date of this annual report (the "Evaluation Date"); and

c) Presented in this annual report our conclusions about the effectiveness of the d
based on our evaluation as of the Evaluation Date;

5. The registrant's other certifying officers and I have disclosed, based on our most recen
auditors and the audit committee of registrant's board of directors (or persons performi

a) All significant deficiencies in the design or operation of internal controls wh
registrant's ability to record, process, summarize and report financial data an
registrant's auditors any material weaknesses in internal controls; and

b) Any fraud, whether or not material, that involves management or other employees
the registrant's internal controls; and

6. The registrant's other certifying officers and I have indicated in this annual report wh
significant changes in internal controls or in other factors that could significantly af
to the date of our most recent evaluation, including any corrective actions with regard
material weaknesses.

Date: March 27, 2003

/s/ R. David Hoover
R. David Hoover
Chairman, President and Chief Executive Offi

Certification

I, Raymond J. Seabrook, certify that:

1. I have reviewed this annual report on Form 10-K of Ball Corporation;

2. Based on my knowledge, this annual report does not contain any untrue statement of a mat material fact necessary to make the statements made, in light of the circumstances under not misleading with respect to the period covered by this annual report;

3. Based on my knowledge, the financial statements, and other financial information include present in all material respects the financial condition, results of operations and cash and for, the periods presented in this annual report;

4. The registrant's other certifying officers and I are responsible for establishing and ma procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and w

   a) Designed such disclosure controls and procedures to ensure that material inform including its consolidated subsidiaries, is made known to us by others within t the period in which this annual report is being prepared;

   b) Evaluated the effectiveness of the registrant's disclosure controls and procedu prior to the filing date of this annual report (the "Evaluation Date"); and

   c) Presented in this annual report our conclusions about the effectiveness of the based on our evaluation as of the Evaluation Date;

5. The registrant's other certifying officers and I have disclosed, based on our most recen auditors and the audit committee of registrant's board of directors (or persons performi

   a) All significant deficiencies in the design or operation of internal controls wh registrant's ability to record, process, summarize and report financial data an registrant's auditors any material weaknesses in internal controls; and

   b) Any fraud, whether or not material, that involves management or other employees the registrant's internal controls; and

6. The registrant's other certifying officers and I have indicated in this annual report wh significant changes in internal controls or in other factors that could significantly af subsequent to the date of our most recent evaluation, including any corrective actions w deficiencies and material weaknesses.

Date: March 27, 2003

/s/ Raymond J. Seabrook
Raymond J. Seabrook
Executive Vice President and Chief Financial

Ball Corporation and Subsidiaries
Annual Report on Form 10-K
For the year ended December 31, 2002

Index to Exhibits

Exhibit Number	Description of Exhibit

1.1	Purchase Agreement, dated as of December 5, 2002, by and among Ball Corporation, Deutsche Bank Securities, Inc., Banc of America Securities LLC, Banc One Capital Securities Corp., Dresdner Kleinwort Wasserstein-Grantchester, Inc., McDonald In Capital Markets, Inc. and Wells Fargo Brokerage Services, LLC and certain subsid Corporation (filed by incorporation by reference to the Current Report on Form 8 filed December 31, 2002.
2.1	Share Sale and Transfer Agreement dated August 29/30, 2002, among Schmalbach-Lub GmbH, Ball Pan-European Holdings, Inc. and Ball Corporation (filed by incorporat Corporation's Quarterly Report on Form 10-Q for the quarter ended September 29,
2.2	Amendment Agreement, dated December 18, 2002, among Schmalbach-Lubeca Holding Gm Pan-European Holdings, Inc., Ball Corporation and Ball (Germany) Acquisition Gmb Transfer Agreement, dated August 29/30, 2002, among Schmalbach-Lubeca Holding Gm Pan-European Holdings, Inc. and Ball Corporation (filed by incorporation by refe Form 8-K, dated December 19, 2002) filed December 31, 2002.
3.i	Amended Articles of Incorporation as of August 2, 1996 (filed by incorporation b Form 10-Q filed May 14, 1997).
3.ii	Bylaws of Ball Corporation as amended January 22, 2003 (filed by incorporation b Form S-4 filed February 7, 2003).
4.1(a)	Amended and Restated Senior Note Indenture, dated August 10, 1998, and amended a 2002, by and among Ball Corporation, certain subsidiary guarantors of Ball Corpo as Senior Note Trustee (filed by incorporation by reference to the Current Repor 2002) filed December 31, 2002.
4.1(b)	Senior Registration Rights Agreement, dated August 10, 1998, among Ball Corporat Lynch, Pierce, Fenner & Smith Incorporated, BancAmerica Robertson Stephens, Firs Inc., and certain subsidiary guarantors of Ball Corporation (filed by incorporat Report on Form 8-K dated August 10, 1998) filed August 25, 1998.
4.2(a)	Amended and Restated Senior Subordinated Note Indenture, dated August 10, 1998, December 19, 2002, by and among Ball Corporation, certain subsidiary guarantors of New York, as Senior Subordinated Note Trustee (filed by incorporation by refe Form 8-K dated August 10, 1998) filed August 25, 1998.
4.2(b)	Senior Subordinated Registration Rights Agreement, dated August 10, 1998, among Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated, BancAmerica Robertson Markets, Inc., and certain subsidiary guarantors of Ball Corporation (filed by i Current Report on Form 8-K dated December 19, 2002) filed December 31, 2002.
4.3	Dividend distribution payable to shareholders of record on August 4, 1996, of on for each outstanding share of common stock under the Rights Agreement dated as o company and The First Chicago Trust company of New York (filed by incorporation Registration Statement, No. 1-7349, dated August 1, 1996, and filed August 2, 19 Report dated February 13, 1996, and filed February 14, 1996).
4.4(a)	Registration Rights Agreement, dated as of December 19, 2002, by and among Ball Deutsche Bank Securities Inc., Banc of America Securities LLC, Banc One Capital Securities Corp., Dresdner Kleinwort Wasserstein-Grantchester, Inc., McDonald In Markets, Inc. and Wells Fargo Brokerage Services, LLC and certain subsidiary gua by incorporation by reference to Exhibit 4.1 of the Current Report on Form 8-K, December 31, 2002.
4.4(b)	Senior Note Indenture, dated as of December 19, 2002, by and among Ball Corporat of Ball Corporation and The Bank of New York, as Trustee (filed by incorporation Report on Form 8-K dated December 19, 2002) filed December 31, 2002.
10.1	1980 Stock Option and Stock Appreciation Rights Plan, as amended, 1983 Stock Opt Rights Plan (filed by incorporation by reference to the Form S-8 Registration St

April 27, 1983.

10.2	1988 Restricted Stock Plan and 1988 Stock Option and Stock Appreciation Rights P reference to the Form S-8 Registration Statement, No. 33-21506) filed April 27,
10.3	Ball Corporation Deferred Incentive Compensation Plan (filed by incorporation by Form 10-K for the year ended December 31, 1987) filed March 25, 1988.
10.4	Ball Corporation 1986 Deferred Compensation Plan, as amended July 1, 1994 (filed the Quarterly Report on Form 10-Q for the quarter ended July 3, 1994) filed Augu
10.5	Ball Corporation 1988 Deferred Compensation Plan, as amended July 1, 1994 (filed the Quarterly Report on Form 10-Q for the quarter ended July 3, 1994) filed Augu
10.6	Ball Corporation 1989 Deferred Compensation Plan, as amended July 1, 1994 (filed the Quarterly Report on Form 10-Q for the quarter ended July 3, 1994) filed Augu
10.7	Amended and Restated Form of Severance Benefit Agreement which exists between th officers, effective as of August 1, 1994, and as amended on January 24, 1996 (f to the Quarterly Report on Form 10-Q for the quarter ended March 22 , 1996) file
10.8	Ball Corporation 1986 Deferred Compensation Plan for Directors, as amended Octob by reference to the Annual Report on Form 10-K for the year ended December 31, 1
10.9	1991 Restricted Stock Plan for Nonemployee Directors of Ball Corporation (filed the Form S-8 Registration Statement, No. 33-40199) filed April 26, 1991.
10.10	Ball Corporation Economic Value Added Incentive Compensation Plan dated January reference to the Annual Report on Form 10-K for the year ended December 31, 1994
10.11	Ball Corporation 1997 Stock Incentive Plan (filed by incorporation by reference Statement, No. 333-26361) filed May 1, 1997.
10.12	Agreement and Plan of Merger among Ball Corporation, Ball Sub Corp. and Heekin C 1992, and as amended as of December 28, 1992 (filed by incorporation by referenc on Form S-4, No. 33-58516) filed February 19, 1993.
10.13	Distribution Agreement between Ball Corporation and Alltrista (filed by incorpor Alltrista Corporation Form 8, Amendment No. 3 to Form 10, No. 0-21052, dated Dec March 17, 1993.
10.14	1993 Stock Option Plan (filed by incorporation by reference to the Form S-8 Regi filed April 30, 1993.
10.15	Ball-InCon Glass Packaging Corp. Deferred Compensation Plan, as amended July 1, reference to the Quarterly Report on Form 10-Q for the quarter ended July 3, 199
10.16	Ball Corporation Supplemental Executive Retirement Plan (filed by incorporation Report on Form 10-Q for the quarter ended October 2, 1994) filed November 15, 19
10.17	Ball Corporation Split Dollar Life Insurance Plan (filed by incorporation by ref Form 10-Q for the quarter ended October 2, 1994) filed November 15, 1994.
10.18	Ball Corporation Long-Term Cash Incentive Plan, dated October 25, 1994, as amend incorporation by reference to the Quarterly Report on Form 10-Q for the quarter November 13, 1996.
10.19a	Ball Corporation Merger Related, Special Incentive Plan for Operating Executives grants in which the five named executive officers participate and which grants a Compensation section in the Ball Corporation Proxy Statement dated March 15, 199 was filed March 29, 1999.)

10.19b	Ball Corporation Merger Related, Special Incentive Plan for Operating Executives Stock grant in which the five named executive officers participate and which gra Executive Compensation section of the Ball Corporation Proxy Statement dated Mar restricted grants was filed March 29, 1999.)
10.19c	Ball Corporation Merger Related, Special Incentive Plan for Operating Executives incentive payments based upon the attainment of certain performance criteria. (T March 29, 1999.)
10.20	Asset Purchase Agreement dated June 26, 1995, among Foster Ball, L.L.C. (since r Co., L.L.C.), Ball Glass Container Corporation and Ball Corporation (filed by in Current Report on Form 8-K dated September 15, 1995) filed September 29, 1995.
10.21	Foster Ball, L.L.C. (since renamed Ball-Foster Glass Container Co., L.L.C.) Amen Company Agreement dated June 26, 1995, among Saint-Gobain Holdings I Corp., BG H Inc. (filed by incorporation by reference to the Current Report on Form 8-K date September 29, 1995.
10.22	Asset Purchase Agreement dated August 10, 1998, among Ball Corporation and its B Corp. and Reynolds Metals Company (filed by incorporation by reference to the Cu August 10, 1998) filed August 25, 1998.
10.23	Form of Severance Agreement (Change of Control Agreement) which exists between t officers (filed by incorporation by reference to the Annual Report on Form 10-K 1988) filed March 25, 1989.
10.24	Consulting Agreement between George A. Matsik and Ball Corporation dated October by reference to the Annual Report on Form 10-K for the year ended December 31, 1
10.25	Ball Corporation 2000 Deferred Compensation Company Stock Plan. This plan is ref Compensation section of this Form 10-K (filed by incorporation by reference to t the year ended December 31, 2001) filed March 28, 2002.
10.26	Ball Corporation Deposit Share Program. This plan is referred to in Item 11, the this Form 10-K. (filed by incorporation by reference to the Annual Report on For December 31, 2001) filed March 28, 2002.
10.27	Credit Agreement, dated December 19, 2002, among Ball Corporation, certain subsi Deutsche Bank AG, New York Branch, as Administrative Agent, The Bank of Nova Sco Agent, Deutsche Bank Securities Inc. and Banc of America Securities LLC, as Join Arrangers and Joint Book Managers, Bank of America, N.A., as Syndication Agent, Paper Inc. and BNP Paribas, as Co-Documentation Agents, and various lending inst incorporation by reference to the Current Report on Form 8-K dated December 19,
10.28	Acquisition Related, Special Incentive Plan for selected executives and senior m incentive payments based upon the attainment of certain performance criteria. (F
10.29	Employment agreement between Ball Corporation and Hanno C. Fiedler. (Filed herew
11.1	Statement re: Computation of Earnings Per Share (filed by incorporation by refe consolidated financial statements, "Earnings Per Share," in the 2002 Annual Repo (Filed herewith.)
12.1	Statement re: Computation of Ratio of Earnings to Fixed Charges. (Filed herewit
13.1	Ball Corporation 2002 Annual Report to Shareholders. (The Annual Report to Share thereof incorporated by reference, is furnished for the information of the Commi filed as part of this Form 10-K.) (Filed herewith.)
18.1	Letter re: Change in Accounting Principles. (Filed by incorporation by referenc Form 10-Q for the quarterly period ended July 2, 1995) filed August 15, 1995.

18.2	Letter re: Change in Accounting Principles regarding change in pension plan val herewith.)
21.1	List of Subsidiaries of Ball Corporation. (Filed herewith.)
23.1	Consent of Independent Accountants. (Filed herewith.)
24.1	Limited Power of Attorney. (Filed herewith.)
99.1	Specimen Certificate of Common Stock (filed by incorporation by reference to the the year ended December 31, 1979) filed March 24, 1980.
99.2	Cautionary statement for purposes of the "safe harbor" provisions of the Private of 1995, as amended. (Filed herewith.)