

GREENE JAMES H JR
Form 4
February 04, 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 *
GREENE JAMES H JR

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
C/O KOHLBERG KRAVIS
ROBERTS & CO., 2800 SAND
HILL ROAD
(Street)

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

Director 10% Owner
 Officer (give title below) Other (specify below)

MENLO PARK, CA 94025

(City) (State) (Zip)

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

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 Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/02/2005		S ⁽¹⁾		1,640,465	D	\$ 23.6	0	I	See Footnotes (2)
Common Stock								0	I	See Footnotes (3)
Common Stock								3,446	D	
Common Stock								12,500	I	By Trust (4)

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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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

GREENE JAMES H JR
C/O KOHLBERG KRAVIS ROBERTS & CO.
2800 SAND HILL ROAD
MENLO PARK, CA 94025

X

Signatures

/s/ Richard J. Kreider, Attorney-in-Fact for Reporting Person

02/03/2005

__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) Shares sold in a secondary offering.

KKR Associates, L.P. ("KKR Associates") is the general partner of OII Associates, L.P. ("OII"). The Reporting Person is a general partner of KKR Associates. In prior reports, the Reporting Person reported that he may be deemed, for purposes of Section 16 of the Securities Exchange Act of 1934, to share beneficial ownership of any shares of Common Stock beneficially owned, or deemed to be

(2) beneficially owned, by KKR Associates, and elected to report the entire amount of shares directly owned by OII. The Reporting Person disclaimed any such beneficial ownership, except to the extent of his economic interest in such shares. The Reporting Person has no economic interest in the shares reported as being sold by OII on this Form 4 or the shares currently held by OII, and therefore is reporting that he holds no shares with respect to OII.

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- KKR Associates is the general partner of KKR Partners II, L.P. ("KKR Partners"). The Reporting Person is a general partner of KKR Associates. In prior reports, the Reporting Person reported that he may be deemed, for purposes of Section 16 of the Securities Exchange Act of 1934, to share beneficial ownership of any shares of Common Stock beneficially owned, or deemed to be beneficially owned, by KKR Associates, and elected to report the entire amount of shares directly owned by KKR Partners. The Reporting Person disclaimed any such beneficial ownership, except to the extent of his economic interest in such shares. The Reporting Person has no economic interest in any of the shares currently held by KKR Partners, and therefore is reporting that he holds no shares with respect to KKR Partners.
- (3)
- (4) Shares held in a living trust of which the Reporting Person is a trustee and beneficiary.

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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