SMITH CRAIG R

Form 4

February 08, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 3235-0287

OMB APPROVAL

Number:

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subject to Section 16. Form 4 or Form 5 obligations may continue.

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if no longer

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

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * SMITH CRAIG R			2. Issuer Name a	and Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First)	(Middle)	OWENS & MI 3. Date of Earliest	(Check all applicable)					
9120 LOCKWOOD BLVD.			(Month/Day/Year 02/04/2010)	Director 10% Owner Other (specification) Below) President & CEO				
(Street)			4. If Amendment, Filed(Month/Day/Y	ě	6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person				
MECHANI	CSVILLE, V	A 23116			Form filed by	•	_		
(City)	(State)	(Zip)	Table I - Nor	n-Derivative Securities Acq	uired, Disposed	of, or Bene	eficially Owned		
1.Title of	2. Transaction	Date 2A. Deen	ned 3.	4. Securities Acquired	5. Amount of	6.	7. Nature		

						-	´ •		•
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. 4. Securities Acquired Transaction(A) or Disposed of (D)				5. Amount of Securities	6. Ownership	7. Nature of Indirect
(Instr. 3)		any	Code	(Instr. 3,	4 and 5	5)	Beneficially	Form: Direct	Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned	(D) or	Ownership
							Following	Indirect (I)	(Instr. 4)
					(A)		Reported	(Instr. 4)	
					or		Transaction(s)		
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common Stock (1)	02/04/2010		A	10,000	A	\$0	223,134 (2)	D	
Common Stock	02/04/2010		F	1,036 (3)	D	\$ 42.08	222,098	D	

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

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amount	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								^	mount		
									mount		
						Date Expiration	or Title Number of				
					Exercisable	Date					
				C + V	(A) (D)						
				Code V	(A) (D)			S	hares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

SMITH CRAIG R 9120 LOCKWOOD BLVD. MECHANICSVILLE, VA 23116

President & CEO

Signatures

Craig R. Smith by Rosemarie W. France

POA 02/08/2010

> **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) Restricted stock with three year vesting date.
- Balance includes employee stock purchase plan holdings and/or 401(k) holdings in the Company stock fund not previously reflected in **(2)** beneficial ownership.
- Represents shares surrendered to the Issuer to satisfy tax withholding obligations in connection with vesting of restricted stock granted to (3) Reporting Person.

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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