

OWENS ILLINOIS INC /DE/  
Form 8-K  
May 06, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of  
The Securities Exchange Act of 1934**

**May 5, 2011**

Date of Report (Date of earliest event reported)

**OWENS-ILLINOIS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction  
of incorporation or organization)

**1-9576**

(Commission  
File Number)

**22-2781933**

(I.R.S. Employer  
Identification Number)

**One Michael Owens Way**

**Perrysburg, Ohio**

(Address of principal executive offices)

**43551-2999**

(Zip Code)

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**(567) 336-5000**

(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

Check the appropriate box if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**ITEM 5.07. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.**

The Annual Meeting of the Company's share owners was held on May 5, 2011. The following proposals were submitted to a vote by the share owners:

Proposal 1 For the Election of Directors:

Each of the nominees for a three-year term on the Company's Board of Directors was elected by vote of the share owners as follows:

Name	For	Aggregate Vote Withheld	Broker Non-Votes
Peter S. Hellman	125,130,408	6,386,281	9,938,337
Anastasia D. Kelly	127,953,100	3,563,589	9,938,337
John J. McMackin, Jr.	122,870,389	8,646,300	9,938,337
Hugh H. Roberts	128,401,548	3,115,141	9,938,337

Proposal 2 Ratification of Selection of Independent Registered Public Accounting Firm:

The selection of Ernst & Young LLP as the Company's independent registered public accounting firm was ratified by vote of the share owners as follows:

For	Aggregate Vote Against	Abstentions	Broker Non-Votes
135,829,715	4,017,405	1,607,906	0

Proposal 3 Advisory Vote on Executive Compensation:

The compensation for the Company's named executive officers was approved by an advisory (non-binding) vote of the share owners as follows:

For	Aggregate Vote Against	Abstentions	Broker Non-Votes
123,893,900	6,833,066	789,723	9,938,337

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Proposal 4 Advisory Vote on the Frequency of Holding an Advisory Vote on Executive Compensation:

The share owners voted, on an advisory (non-binding) basis, on the frequency of holding an advisory vote on executive compensation. The votes regarding this proposal were as follows:

<b>3 Years</b>	<b>2 Years</b>	<b>Aggregate Vote 1 Year</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
29,925,456	409,673	99,338,841	1,842,719	9,938,337

In accordance with the voting results on Proposal 4, the Company's Board of Directors has determined that future advisory votes on executive compensation will be held on an annual basis.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

OWENS-ILLINOIS, INC.

Date: May 6, 2011

By:	/s/ Edward C. White
Name:	Edward C. White
Title:	Senior Vice President and Chief Financial Officer