

OWENS ILLINOIS INC /DE/  
Form 8-K  
May 10, 2012

**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 10, 2012**

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)

**1-9576**  
(Commission  
File Number)

**22-2781933**  
(IRS Employer  
Identification No.)

**One Michael Owens Way**  
**Perrysburg, Ohio**  
(Address of principal executive offices)

**43551-2999**  
(Zip Code)

**(567) 336-5000**

(Registrant's telephone number, including area code)

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(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 share owners of Owens-Illinois, Inc. (the Company) was held on May 10, 2012. 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 |
|------------------------|-------------|-------------------------|------------------|
| Gary F. Colter         | 134,144,211 | 4,969,010               | 7,962,779        |
| Corbin A. McNeill, Jr. | 134,993,941 | 4,119,280               | 7,962,779        |
| Helge H. Wehmeier      | 136,557,523 | 2,555,698               | 7,962,779        |

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         | Against   | Aggregate Vote Abstentions | Broker Non-Votes |
|-------------|-----------|----------------------------|------------------|
| 140,571,381 | 6,461,565 | 43,054                     | 0                |

Proposal 3 Advisory vote on Executive Compensation:

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

| For         | Against   | Aggregate Vote Abstentions | Broker Non-Votes |
|-------------|-----------|----------------------------|------------------|
| 134,949,525 | 3,847,080 | 316,616                    | 7,962,779        |

Proposal 4 Amendments to the Company's Second Restated Certificate of Incorporation:

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The amendments to the Company's Second Restated Certificate of Incorporation to provide for the annual election of all directors was approved by vote of the share owners as follows:

| <b>For</b>  | <b>Against</b> | <b>Aggregate Vote</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|-------------|----------------|-----------------------|--------------------|-------------------------|
| 138,110,651 | 896,106        |                       | 106,464            | 7,962,779               |

**SIGNATURE**

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

OWENS-ILLINOIS, INC.

Date: May 10, 2012

|        |  |
|--------|--|
| By:    | /s/ Edward C. White                                  |
| Name:  | Edward C. White                                      |
| Title: | Senior Vice President and<br>Chief Financial Officer |