



10012907



Audited Financial Statements
and Schedule

**Sixth Amended and Restated Owens-Illinois, Inc.
Long-Term Savings Plan**

*Years ended December 31, 2009 and 2008
with Report of Independent Registered Public Accounting Firm*

Sixth Amended and Restated Owens-Illinois, Inc.
Long-Term Savings Plan

Audited Financial Statements
and Schedule

Years ended December 31, 2009 and 2008

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Owens-Illinois, Inc. Employee Benefit Committee
Sixth Amended and Restated Owens-Illinois, Inc.
Long Term Savings Plan

We have audited the accompanying statements of net assets available for benefits of the Sixth Amended and Restated Owens-Illinois, Inc. Long Term Savings Plan (the Plan) as of December 31, 2009 and 2008, and the related statements of changes in net assets available for benefits, with fund information, for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. We were not engaged to perform an audit of the Plan's internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan at December 31, 2009 and 2008, and the changes in its net assets available for benefits, with fund information, for the years then ended, in conformity with U.S. generally accepted accounting principles.

Our audits were performed for the purpose of forming an opinion on the financial statements taken as a whole. The accompanying supplemental schedule of assets (held at end of year) as of December 31, 2009, is presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in our audits of the financial statements and, in our opinion, is fairly stated in all material respects in relation to the financial statements taken as a whole.

Ernst & Young LLP

June 15, 2010

Sixth Amended and Restated Owens-Illinois, Inc.
Long-Term Savings Plan

Statements of Net Assets Available for Benefits

	December 31,	
	2009	2008
Assets:		
Participant-directed funds, at fair value	\$ 181,753,055	\$ 144,087,254
Participant loans	14,108,309	13,968,757
Owens-Illinois Company Stock Fund	56,048,425	45,322,691
Contributions receivable:		
Participant		282,202
Employer		63,269
Loan repayments receivable		113,099
Net assets available for benefits, at fair value	251,909,789	203,837,272
Adjustment from fair value to contract value for fully benefit responsive investment contracts	1,855,255	4,551,389
Net assets available for benefits	\$ 253,765,044	\$ 208,388,661

The accompanying notes are an integral part of the financial statements.

Sixth Amended and Restated Owens-Illinois, Inc.
Long-Term Savings Plan

Statement of Changes in Net Assets Available for Benefits, with Fund Information

Year Ended December 31, 2009

	Fund Information		Total
	Participant Directed Funds	Owens-Illinois Company Stock Fund	
Net investment income	\$ 30,118,742	\$ 14,386,947	\$ 44,505,689
Contributions:			
Participant	10,305,704	1,911,187	12,216,891
Employer	204,813	2,347,139	2,551,952
Participant withdrawals	(11,697,226)	(2,003,499)	(13,700,725)
Other/forfeitures	(22,983)	(6,814)	(29,797)
Loans (defaulted) reinstated	(1,336,158)	1,342,553	6,395
New loan transfers	1,419,632	(1,419,632)	-
New loan fees	15,505	(17,475)	(1,970)
Interfund transfers	5,912,202	(5,912,202)	-
Plan to plan transfers	(172,052)	-	(172,052)
Increase in net assets available for benefits	34,748,179	10,628,204	45,376,383
Net assets available for benefits at beginning of year	<u>162,968,440</u>	<u>45,420,221</u>	<u>208,388,661</u>
Net assets available for benefits at end of year	<u>\$ 197,716,619</u>	<u>\$ 56,048,425</u>	<u>\$ 253,765,044</u>

The accompanying notes are an integral part of the financial statements.

Sixth Amended and Restated Owens-Illinois, Inc.
Long-Term Savings Plan

Statement of Changes in Net Assets Available for Benefits, with Fund Information

Year Ended December 31, 2008

	Fund Information		Total
	Participant Directed Funds	Owens-Illinois Company Stock Fund	
Net investment loss	\$ (42,899,415)	\$ (31,133,500)	\$ (74,032,915)
Contributions:			
Participant	11,318,029	1,785,330	13,103,359
Employer	227,019	2,475,107	2,702,126
Participant withdrawals	(17,306,911)	(4,859,503)	(22,166,414)
Other/forfeitures	92,515	-	92,515
Loans (defaulted) reinstated	(1,239,318)	1,239,318	-
New loan transfers	1,247,177	(1,247,177)	-
New loan fees	3,162	(19,900)	(16,738)
Interfund transfers	13,709,027	(13,709,027)	-
Plan to plan transfers	(82,939)	0	(82,939)
Decrease in net assets available for benefits	(34,931,654)	(45,469,352)	(80,401,006)
Net assets available for benefits at beginning of year	<u>197,900,094</u>	<u>90,889,573</u>	<u>288,789,667</u>
Net assets available for benefits at end of year	<u>\$ 162,968,440</u>	<u>\$ 45,420,221</u>	<u>\$ 208,388,661</u>

The accompanying notes are an integral part of the financial statements.

Sixth Amended and Restated Owens-Illinois, Inc.
Long-Term Savings Plan

Notes to Financial Statements

1. Plan Description

General

The Sixth Amended and Restated Owens-Illinois, Inc. Long-Term Savings Plan (the “Plan”) was adopted by Owens-Illinois, Inc. (the “Company”) for the benefit of eligible U.S. hourly employees of the Company and certain of its subsidiaries and affiliates.

The Plan is a defined contribution plan which provides eligible employees, upon completion of a probationary period, the opportunity to make pretax and/or after-tax contributions, in specific percentages, within guidelines established by the Company. Participant contributions are immediately fully vested and may be divided at the participant's discretion among the various investment options from 1% to 100%, with no limit on the number of options selected. A participant may elect to change the percentage of compensation to be contributed each pay period; any such changes shall be effective on the next pay period. The following investment options were available to Plan participants at the end of 2009:

- Owens-Illinois Company Stock Fund
- Harbor Capital Appreciation Fund
- Harbor Mid Cap Growth Fund
- Harbor Small Cap Growth Fund
- Harbor Large Cap Value Fund
- Harbor Mid Cap Value Fund
- Harbor Small Cap Value Fund
- Harbor International Fund
- Harbor International Growth Fund
- Harbor Bond Fund
- Harbor High Yield Bond Fund
- Harbor Short Duration Fund
- Harbor Money Market Fund
- Harbor Target Retirement Income Fund
- Harbor Target Retirement 2010 Fund
- Harbor Target Retirement 2015 Fund
- Harbor Target Retirement 2020 Fund
- Harbor Target Retirement 2025 Fund
- Harbor Target Retirement 2030 Fund
- Harbor Target Retirement 2035 Fund
- Harbor Target Retirement 2040 Fund
- Harbor Target Retirement 2045 Fund
- Harbor Target Retirement 2050 Fund
- New York Life Stable Value Option
- S&P 500 Index Fund

The investment options provide for a wide range of investment opportunities with varying degrees of risk. The Harbor funds consist of twelve diversified mutual funds managed by Harbor Capital, a no-load, open-end management investment company, and the funds are registered

Sixth Amended and Restated Owens-Illinois, Inc.
Long-Term Savings Plan

Notes to Financial Statements – Continued

under the Investment Company Act of 1940. Each of the Harbor Target Retirement funds consists of different combinations of certain Harbor funds.

The approximate composition of each of the Harbor Target Retirement funds at December 31, 2009 is as follows:

	Income	2010	2015	2020	2025	2030	2035	2040	2045 & 2050
Harbor Capital									
Appreciation	2.90%	4.30%	5.00%	5.70%	7.20%	8.60%	10.00%	11.40%	12.90%
Harbor Mid Cap Growth	1.30%	2.00%	2.30%	2.60%	3.30%	3.90%	4.50%	5.20%	5.80%
Harbor Small Cap Growth	1.00%	1.60%	1.80%	2.10%	2.70%	3.20%	3.60%	4.20%	4.70%
Harbor Large Cap Value	4.30%	6.40%	7.50%	8.60%	10.80%	12.90%	15.00%	17.10%	19.20%
Harbor Mid Cap Value	1.90%	2.90%	3.40%	3.90%	4.90%	5.90%	6.80%	7.70%	8.70%
Harbor Small Cap Value	1.60%	2.30%	2.70%	3.10%	4.00%	4.70%	5.40%	6.20%	7.00%
Harbor International	5.00%	7.40%	8.70%	10.00%	12.40%	14.90%	17.30%	19.80%	22.20%
Harbor International Growth	2.10%	3.20%	3.70%	4.30%	5.30%	6.40%	7.40%	8.50%	9.50%
Harbor Bond	42.70%	34.30%	33.20%	32.60%	28.90%	21.30%	15.50%	9.40%	4.20%
Harbor High Yield Bond	2.40%	5.70%	8.00%	9.20%	10.00%	10.40%	9.10%	6.40%	2.80%
Harbor Real Return	19.80%	12.90%	10.60%	8.80%	5.50%	2.70%	1.30%		
Harbor Money Market	15.00%	15.00%	10.00%	5.00%					
Harbor Commodity Real Return Strategy		2.00%	3.10%	4.10%	5.00%	5.10%	4.10%	4.10%	3.00%
	<u>100.00%</u>	<u>100.00%</u>	<u>100.00%</u>	<u>100.00%</u>	<u>100.00%</u>	<u>100.00%</u>	<u>100.00%</u>	<u>100.00%</u>	<u>100.00%</u>

For certain participants, the Company contributes to the Plan an amount equal to twenty-five percent (25%) of the first eight percent (8%) of the participant's pretax contributions. For participants at certain Company facilities, the Company contributes an additional Employer Base Contribution to the Plan of two percent (2%) of the participant's compensation. For participants at a certain Company facility, the Company contributes to the Plan amounts based on a stipulated rate per hour. All Company contributions are specified by various labor contracts and are immediately fully vested. All Company contributions, with the exception of contributions for participants at a certain facility, are invested in the Owens-Illinois Company Stock Fund. Company contributions not invested in the Owens-Illinois Company Stock Fund are invested in accordance with the participant's current choice of investment options. Participants are allowed to transfer Company matching contributions from the Company Stock Fund at any time.

Within certain limitations, a participant may also transfer into the Plan a rollover contribution or other assets from another qualified plan.

With certain exceptions, participants may transfer existing fund balances among the various investment funds daily. Transfers into the Company Stock Fund will not be permitted until 90 days after the last transfer out. There are no restrictions on the frequency of transfers out of the Company Stock Fund.

Sixth Amended and Restated Owens-Illinois, Inc.
Long-Term Savings Plan

Notes to Financial Statements – Continued

The benefit to which a participant is entitled is the benefit that can be provided from the vested value of the participant's account.

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA") and applicable collective bargaining agreements.

The above information is intended as a general description of the Plan's operating guidelines. Reference should be made to the Plan document for more specific provisions.

2. Summary of Significant Accounting Policies

Basis of Presentation and Plan Investments

The Plan's investments are held in the Owens-Illinois Master Stock Purchase and Savings Program Trust (the "Trust") administered by New York Life Trust Company (the "Trustee") and by New York Life Retirement Plan Services as the recordkeeper (the "Recordkeeper"), along with the assets of another defined contribution plan of the Company. The accompanying financial statements reflect the Plan's total interest in the net assets and transactions of the Trust as allocated by the Recordkeeper and any such other investments and transactions related solely to the Plan. Net assets, as well as earnings and losses, of the Trust are allocated to the Plan based on the sum of the individual accounts of the Plan's participants.

The following table presents the fair value of investments of the Trust:

	December 31,	
	2009	2008
Investments, at fair value:		
Mutual fund investments	\$ 360,523,382	\$ 292,776,771
New York Life Stable Value Option	74,256,518	61,487,922
Owens-Illinois Company Stock Fund	115,254,461	95,218,232
Total investments	<u>\$ 550,034,361</u>	<u>\$ 449,482,925</u>
Plan's interest in investments of the Trust	<u>\$ 237,801,480</u>	<u>\$ 189,409,945</u>

Sixth Amended and Restated Owens-Illinois, Inc.
Long-Term Savings Plan

Notes to Financial Statements – Continued

The investment earnings (loss) of the Trust are as follows:

	Year Ended December 31,	
	2009	2008
Interest and dividends	\$ 8,379,163	\$ 11,780,378
Mutual fund appreciation (depreciation)	66,436,187	(128,936,640)
Owens-Illinois Company Stock Fund appreciation (depreciation)	29,235,135	(63,822,645)
Total earnings (loss)	\$ 104,050,485	\$ (180,978,907)
 Plan's interest in investment earnings (loss) of Trust	 \$ 43,705,047	 \$ (74,998,995)

Investment Valuation

The Harbor Funds and S&P 500 Index Fund are valued on a basis of valuations furnished by a trustee-approved independent pricing service, which determines valuations for normal institutional-size trading units of such securities which are generally recognized at fair value as determined in good faith by the Trustee. Company Stock included in the Company Stock Fund is valued at its quoted market price. For the investments in the New York Life Stable Value Option, the Trustee establishes a daily market value based on daily cash flows and earnings. This daily value is used for the calculation of the daily unit net asset value, after considering cash flows and management fees, as applicable. Participant loans are valued at their outstanding balances, which approximate fair value.

Generally accepted accounting principles require that investment contracts held by a defined contribution plan be reported at fair value, even though contract value is the relevant measurement for the portion of net assets attributable to fully benefit-responsive investment contracts. Therefore, investments in the accompanying Statements of Net Assets Available for Benefits include fully benefit responsive investment contracts recognized at fair value with a corresponding adjustment to reflect these investments at contract value. The fair value of the guaranteed investment contract is calculated by discounting the related cash flows based on current yields of similar instruments with comparable durations. The underlying investments of the guaranteed investment contracts are valued at quoted redemption values on the last business day of the Plan's year-end.

Income Tax Status

The Plan has received a determination letter from the Internal Revenue Service dated May 5, 2010, stating that the Plan is qualified under Section 401(a) of the Internal Revenue Code (the "Code") and, therefore, the related trust is exempt from taxation. Subsequent to this determination by the Internal Revenue Service, the Plan was amended and restated. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The Company believes the Plan is being operated in compliance with the

Sixth Amended and Restated Owens-Illinois, Inc.
Long-Term Savings Plan

Notes to Financial Statements – Continued

applicable requirements of the Code and, therefore, believes that the Plan, as amended and restated, is qualified and the related trust is tax exempt.

Plan Expenses

All Plan expenses are paid by the Company.

Use of Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts in the financial statements and accompanying notes and the reported amounts of certain additions and deductions during the reporting period. Actual results could differ from those estimates and assumptions.

Risk and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

3. Guaranteed Investment Contracts

The Plan has investments in the New York Life Stable Value Option which has investments in traditional guaranteed investment contracts ("GIC"). The account is credited with the earnings on the underlying investments and is reported at contract value in accordance with generally accepted accounting principles. Contract value represents contributions made under the contract, plus net trade activity, plus earnings, less participant withdrawals and less fee accruals. The GIC issuer is contractually obligated to repay the principal and a specified interest rate. There are no reserves against contract value for credit risk of the contract issuer or otherwise. The crediting interest rate is based on a formula agreed upon with the issuer, but may not be less than zero. Such interest rates are reviewed and may be reset on a quarterly or monthly basis.

Certain events limit the ability of the Plan to transact at contract value with the financial institution issuer. Such events include partial plan termination, mergers, spin-offs, lay-offs, early retirement incentive programs, sales or closings of all or part of the plan sponsor's operations, bankruptcy, or receivership, exceeding 10 percent of the participating plan's portion of amounts held as of the date of withdrawal. The Company does not believe that the occurrence of any such events that would limit the Plan's ability to transact at contract value with participants is probable.

As described in Note 2, because GICs are fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the GICs. Participants may direct the withdrawal or transfer of all or a portion of their investment at

Sixth Amended and Restated Owens-Illinois, Inc.
Long-Term Savings Plan

Notes to Financial Statements – Continued

contract value. As of December 31, 2009, and 2008, the Trust's contracts had a fair value of \$74,256,518 and \$61,487,922, respectively. The crediting interest rate on these investments was 3.18% and 4.48% at December 31, 2009 and 2008, respectively. The average yield on these investments was 3.29% and 4.78% for the years ended December 31, 2009 and 2008, respectively.

4. Loan Fund

The Plan permits participants to borrow a portion of their existing account balances. Loans are made subject to certain conditions and limitations specified in the Plan and are repaid in weekly installments, including interest. The maximum term of loans is five years, with the exception of home loans for the purchase of a primary residence, for which the maximum term is ten years. Participants' loans are collateralized by their account balances. The rate at which loans bear interest is established at the inception of the borrowing, based on the prime rate then being charged by the Trustee plus 1%. Repayments of loans, including the interest portion thereof, are reinvested on the participants' behalf in accordance with their current choice of investment options. Participants are charged a transaction fee for each new loan initiated. The amount of the fee is \$50 for a nonresidential loan and \$100 for a residential loan. The fee is deducted from the participant's account when the loan is processed.

5. Fair Value Measurements

Generally accepted accounting principles ("GAAP") define fair value as an exit price, representing the amount that would be received to sell an asset or paid to transfer a liability (exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants. GAAP establishes a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value as follows:

Level 1: Observable inputs such as quoted prices in active markets;

Level 2: Inputs, other than quoted prices in active markets, that are observable either directly or indirectly; and

Level 3: Unobservable inputs for which there is little or no market data, which requires the Company to develop assumptions.

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement.

The investment valuation policy of the Trust is to value investments at fair value. All investments are valued at their respective net asset value as calculated by New York Life Trust Company, the trustee. The fair value of the guaranteed investment contract is calculated by discounting the related cash flows based on current yields of similar instruments with comparable durations. The underlying equity investments for which market quotations are readily available are valued at the last reported sales price on their principal exchange on valuation date or official close for certain markets. Fixed income investments in the Harbor Funds are valued on a basis of valuations furnished by a trustee-approved independent pricing service, which determines valuations for normal institutional-size trading units of such securities

Sixth Amended and Restated Owens-Illinois, Inc.
Long-Term Savings Plan

Notes to Financial Statements – Continued

which are generally recognized at fair value as determined in good faith by the Trustee. Short-term investments, if any, are stated at amortized cost, which approximates fair value. Investments in registered investment companies or collective pooled funds, if any, are valued at their respective net asset value. Participant loans are valued at their outstanding balances, which approximate fair value.

The methods used to produce a fair value calculation may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Trust believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following table sets forth by level, within the fair value hierarchy, the Trust's assets at fair value:

	December 31, 2009			
	Level 1	Level 2	Level 3	Total
Mutual funds	\$210,665,041	\$149,858,341		\$360,523,382
Common stocks	115,254,461			115,254,461
Guaranteed investment contract*		74,256,518		74,256,518
Participant loans			\$19,214,324	19,214,324
Total assets at fair value	<u>\$ 325,919,502</u>	<u>\$224,114,859</u>	<u>\$19,214,324</u>	<u>\$569,248,685</u>
	December 31, 2008			
	Level 1	Level 2	Level 3	Total
Mutual funds	\$294,119,348			\$294,119,348
Common stocks	95,218,232			95,218,232
Guaranteed investment contract*		61,487,922		61,487,922
Participant loans			\$18,807,619	18,807,619
Total assets at fair value	<u>\$ 389,337,580</u>	<u>\$61,487,922</u>	<u>\$18,807,619</u>	<u>\$469,633,121</u>

*The underlying securities in the guaranteed investment contract include asset-backed securities, commercial mortgage-backed securities, collateralized mortgage obligations, corporate bonds, and agency securities.

Sixth Amended and Restated Owens-Illinois, Inc.
Long-Term Savings Plan

Notes to Financial Statements – Continued

The table below sets forth a summary of changes in the fair value of the Trust's level 3 assets for the year ended:

	December 31,	
	2009	2008
	<u>Participant loans</u>	<u>Participant loans</u>
Balance, beginning of year	\$18,807,619	\$18,693,305
Earnings	1,175,507	1,317,693
Issuances and settlements (net)	(768,802)	(1,203,379)
Balance, end of year	<u>\$19,214,324</u>	<u>\$18,807,619</u>

6. Differences Between Financial Statements and Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500:

	December 31,	
	2009	2008
	<u>2009</u>	<u>2008</u>
Net assets available for benefits per the financial statements	\$ 253,765,044	\$ 208,388,661
Deduct: Defaulted loans	(525,036)	(250,250)
Deduct: Adjustments from fair value to contract value for fully benefit- responsive investment contracts	(1,855,255)	(4,551,389)
Net assets available for benefits per the Form 5500	<u>\$ 251,384,753</u>	<u>\$ 203,587,022</u>

Sixth Amended and Restated Owens-Illinois, Inc.
Long-Term Savings Plan

Notes to Financial Statements – Continued

The following is a reconciliation of net investment income per the financial statements to the Form 5500:

	Year Ended December 31,	
	2009	2008
Net investment income (loss) per the financial statements	\$ 44,505,689	\$ (74,032,915)
Add (deduct): Changes in adjustments from fair value to contract value for fully benefit-responsive investment contracts	2,696,134	(4,352,696)
Total investment income (loss) per the Form 5500	<u>\$ 47,201,823</u>	<u>\$ (78,385,611)</u>

Sixth Amended and Restated Owens-Illinois, Inc.
Long-Term Savings Plan

Employer Identification No. 22-2781933
Plan No. 003

Schedule H, Line 4i-Schedule of Assets (Held at End of Year)

December 31, 2009

<u>Description</u>	<u>Shares or Principal Amount</u>	<u>Cost</u>	<u>Fair Value</u>
*Participant loans	Interest rates ranging from 0.85% to 10.50%, various maturity dates	<u>\$14,108,309</u>	<u>\$14,108,309</u>

*Party-in-interest

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8 No. 333-69624) pertaining to the Sixth Amended and Restated Long Term Savings Plan of Owens-Illinois, Inc. of our report dated June 15, 2010, with respect to the financial statements and schedule of the Sixth Amended and Restated Owens-Illinois, Inc. Long Term Savings Plan included in this Annual Report (Form 11-K) for the year ended December 31, 2009.

Ernst + Young LLP

Toledo, Ohio
June 15, 2010