

SILVER R PHILIP
Form 4
June 09, 2011

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 *
SILVER R PHILIP

(Last) (First) (Middle)

SILGAN HOLDINGS INC., 4
LANDMARK SQUARE - SUITE
400

(Street)

STAMFORD, CT 09601

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

SILGAN HOLDINGS INC [SLGN]

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

06/07/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/04/2011		G		8,790	D	\$ 0	4,626,983	D	
Common Stock	06/07/2011		A		1,123	A	Ⓛ	5,995,312 ⁽²⁾	D	
Common Stock	03/10/2011		G		162,684	D	\$ 0	2,602,625 ⁽³⁾	I	By GRAT ⁽⁴⁾
Common Stock								2,790,058 ⁽⁵⁾	I	By Trust ⁽⁶⁾

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
SILVER R PHILIP SILGAN HOLDINGS INC. 4 LANDMARK SQUARE - SUITE 400 STAMFORD, CT 09601	X	X		

Signatures

/s/ Frank W. Hogan, Attorney-in-fact for R. Philip Silver

06/09/2011

__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) These securities are restricted stock units that were granted on June 7, 2011 pursuant to the Silgan Holdings Inc. 2004 Stock Incentive Plan, as amended, and become fully vested on May 31, 2012. These restricted stock units will be settled in shares of Common Stock on a 1-for-1 basis upon vesting.

(2) Since the reporting person's last report 1,367,206 shares of Common Stock, which were indirectly beneficially owned by the reporting person through grantor retained annuity trusts, were transferred by such grantor retained annuity trusts to the reporting person and are now included in the amount of securities beneficially owned by the reporting person directly.

(3) Since the reporting person's last report, 1,367,206 shares of Common Stock, which were previously reported as indirectly beneficially owned by the reporting person through grantor retained annuity trusts, were transferred by such grantor retained annuity trusts to the reporting person, and 542,980 shares of Common Stock, which were previously reported as indirectly beneficially owned by the reporting person,

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person through grantor retained annuity trusts, were transferred by such grantor retained annuity trusts to trusts over which the reporting person's spouse is a trustee.

- (4) These shares are owned by grantor retained annuity trusts, of which the reporting person is the sole trustee with sole voting and dispositive power over the shares.

- (5) Since the reporting person's last report, 542,980 shares of Common Stock, which were indirectly beneficially owned by the reporting person through grantor retained annuity trusts, were transferred by such grantor retained annuity trusts to trusts over which the reporting person's spouse is a trustee and are now included in the amount of securities beneficially owned by the reporting person indirectly by trust.

- (6) The direct beneficial owner of these shares are trusts over which the reporting person's spouse is a trustee.

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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