

CLOTHIER KEVIN CHARLES  
 Form 3  
 December 17, 2009

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 * |         |          | 2. Date of Event Requiring Statement             |  | 3. Issuer Name <b>and</b> Ticker or Trading Symbol |  |
| Â CLOTHIER KEVIN CHARLES                  |         |          | (Month/Day/Year)<br>12/17/2009                   |  | CROWN HOLDINGS INC [CCK]                           |  |
| (Last)                                    | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer |  |  | 5. If Amendment, Date Original Filed(Month/Day/Year)       |
| ONE CROWN WAY                             |         |          | (Check all applicable)                           |  |  | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (Street)                                  |         |          | ___ Director ___ 10% Owner                       |  |  | _X_ Form filed by One Reporting Person                     |
| PHILADELPHIA,Â PAÂ 19154                  |         |          | ___ Officer ___ Other                            |  |  | ___ Form filed by More than One Reporting Person           |
| (City) (State) (Zip)                      |         |          | VP and Corporate Controller                      |  |  |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| Common                             | 349.19   | I   | 401(k) plan  |

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

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security:<br>Direct (D) | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|--|--|---|--|
|   | Date Exercisable  | Title  |  |   |  |

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|                                      | Expiration Date                      | Amount or Number of Shares | or Indirect (I) (Instr. 5) |
|--------------------------------------|--------------------------------------|----------------------------|----------------------------|
| Employee Stock Option (Right to Buy) | 02/20/2009 <sup>(1)</sup> 02/20/2017 | Common 25,000 \$ 23.45     | D                          |

## Reporting Owners

| Reporting Owner Name / Address                                    | Relationships |           |                               |       |
|---|---------------|-----------|-------------------------------|-------|
|   | Director      | 10% Owner | Officer                       | Other |
| CLOTHIER KEVIN CHARLES<br>ONE CROWN WAY<br>PHILADELPHIA, PA 19154 | ^             | ^         | ^ VP and Corporate Controller | ^     |

## Signatures

William T. Gallagher 12/17/2009

Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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) The options vest in five equal installments: 20% of the option becomes exercisable on February 20, 2009, 2010, 2011, 2012 and 2013, respectively.

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.