

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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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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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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