

HARRIGAN D GREG  
Form 4  
February 12, 2013

**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 \*  
HARRIGAN D GREG

(Last) (First) (Middle)

SILGAN HOLDINGS INC., 4  
LANDMARK SQUARE - SUITE  
400

(Street)

STAMFORD, CT 06901

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
SILGAN HOLDINGS INC [SLGN]

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/08/2013

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 Indirect Ownership (Instr. 4)                |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock                    | 02/08/2013                           |  | S                              | (A)<br>or<br>(D)<br>D   | 478,988<br>(1)<br>\$ 45.25  | 3,442,560<br>(2)<br>(3)                                  | D   |
| Common Stock                    |                                      |  |                                |   | 3,970,213<br>(4)  | I  | By GRAT<br>(5)  |
| Common Stock                    |                                      |  |                                |   | 616,792   | I  | By<br>Horrigan<br>Family<br>Limited<br>Partnership<br>(6) |

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|                 |            |   |                      |   |                       |                    |                         |           |
|-----------------|------------|---|----------------------|---|-----------------------|--------------------|-------------------------|-----------|
| Common<br>Stock |            |   |                      |   | 17,317 <sup>(7)</sup> | I                  | By Trust <sup>(8)</sup> |           |
| Common<br>Stock | 02/08/2013 | S | 1,730 <sup>(1)</sup> | D | \$ 45.25              | 953 <sup>(9)</sup> | I                       | By Spouse |

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

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SEC 1474  
(9-02)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repor<br>Trans<br>(Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
|   |  |   |   |                                      |  | Date<br>Exercisable  | Expiration<br>Date  | Title   | Amount<br>or<br>Number<br>of<br>Shares                                      |
|   |  |   |   |                                      |  | Code   | V (A) (D)   |   |   |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| HARRIGAN D GREG<br>SILGAN HOLDINGS INC.<br>4 LANDMARK SQUARE - SUITE 400<br>STAMFORD, CT 06901 | X             | X         |         |       |

## Signatures

|   |            |
|---|------------|
| /s/ Frank W. Hogan, III, Attorney-in-fact for D. Greg<br>Horrigan | 02/12/2013 |
| **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) All of such shares were sold to Silgan Holdings Inc. pursuant to Silgan Holdings Inc.'s issuer tender offer that was completed on February 8, 2013.

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(2) Since the reporting person's last report, the reporting person contributed 1,200,000 shares of Common Stock which were previously reported as directly beneficially owned by the reporting person to a grantor retained annuity trust, of which the reporting person is the sole trustee with voting and dispositive power over such shares, and such shares are now included in the amount of securities beneficially owned by the reporting person indirectly through grantor retained annuity trusts. Additionally, since the reporting person's last report, 83,531 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, the reporting person transferred 20,000 shares of Common Stock, which were previously reported as directly beneficially owned by the reporting person, to his spouse, and subsequently his spouse transferred 17,317 of such shares to a family trust, of which the reporting person is the trustee with voting and dispositive power over such shares. Accordingly, the remaining shares of Common Stock held by the reporting person's spouse are now included in the amount of securities beneficially owned by the reporting person indirectly through his spouse and the 17,317 shares of Common Stock held by the family trust are now included in the amount of securities beneficially owned by the reporting person indirectly through such family trust.

(4) Since the reporting person's last report, 1,200,000 of these shares of Common Stock, which were previously reported as being beneficially owned directly by the reporting person, were contributed by the reporting person to a grantor retained annuity trust, of which the reporting person is the trustee with voting and dispositive power over such shares, and such shares are now included in the amount of securities beneficially owned by the reporting person indirectly through grantor retained annuity trusts. Additionally, since the reporting person's last report, 83,531 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.

(5) These shares of Common Stock are owned by grantor retained annuity trusts, of which the reporting person and his spouse are co-trustees with voting and dispositive power over the shares or the reporting person is the sole trustee with voting and dispositive power over the shares.

(6) The reporting person is the sole general partner of Horrigan Family Limited Partnership, with sole voting and dispositive power over the shares.

(7) Since the reporting person's last report, these shares of Common Stock, which were previously reported as being beneficially owned directly by the reporting person, were transferred by the reporting person to his spouse, who subsequently transferred these shares of Common Stock to a family trust, of which the reporting person is the trustee with voting and dispositive power over such shares, and such shares are now included in the amount of securities beneficially owned by the reporting person indirectly through a trust.

(8) These shares of Common Stock are owned by a family trust, of which the reporting person is the trustee with voting and dispositive power over such shares.

(9) Since the reporting person's last report, these shares of Common Stock, which were previously reported as being beneficially owned directly by the reporting person, were transferred by the reporting person to his spouse, and such shares are now included in the amount of securities beneficially owned indirectly by the reporting person through his spouse.

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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