SILGAN HOLDINGS INC

Form 4 March 03, 2017

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

Expires:

3235-0287 Number:

OMB APPROVAL

January 31, 2005

0.5

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Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * LEWIS ROBERT B			2. Issuer Name and Symbol SILGAN HOLDI	Ticker or Trading INGS INC [SLGN]	5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)		(Check all applicable) Director 10% O				
SILGAN HOLDINGS INC., 4			03/01/2017		_X_ Office	er (give title Other (specify			
LANDMARK SQUARE, SUITE 400					below)	below) Executive VP and CFO			
(Street)			4. If Amendment, Da	te Original	6. Individual or Joint/Group Filing(Check				
STAMFORD, CT 06901			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State)	(Zip)	Table I - Non-D	Perivative Securities Acq	uired, Dispo	osed of, or Beneficially Owned			
1.Title of	2. Transaction	Date 2A. Deer	med 3.	4. Securities Acquired	5. Amount o	of 6. Ownership 7. Nature			

(- 3)	()	1 able 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										
1.Title of	2. Transaction Date		3.	4. Securi		•	5. Amount of					
Security (Instr. 3)	(Month/Day/Year)	Execution Date, if any				Securities Beneficially	Form: Direct (D) or	Indirect Beneficial				
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)			Owned Following	Indirect (I) (Instr. 4)	Ownership (Instr. 4)			
					(A) or	D.,	Reported Transaction(s) (Instr. 3 and 4)					
Common Stock	03/01/2017		Code V F	Amount 2,624	(D)	Price \$ 60.6	214,866	D				
Common Stock	03/01/2017		A	4,700	A	<u>(1)</u>	219,566 <u>(2)</u>	D				

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

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Date		Amoun	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A manuat		
									Amount		
						Date	Expiration		Or Number		
						Exercisable	Date		Number		
				C + V	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

LEWIS ROBERT B SILGAN HOLDINGS INC. 4 LANDMARK SQUARE, SUITE 400 STAMFORD, CT 06901

Executive VP and CFO

Signatures

/s/ Frank W. Hogan, III, Attorney-in-fact for Robert B. Lewis

03/03/2017

**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).
- These securities are restricted stock units that were granted on March 1, 2017 under the Silgan Holdings Inc. Amended and Restated 2004 (1) Stock Incentive Plan. These restricted stock units vest ratably over a 5 year period beginning on March 1, 2018 and will be settled in shares of Common Stock on a 1-for-1 basis upon vesting.
 - This amount includes 123,020 restricted stock units that are not yet vested that have been granted under the Silgan Holdings Inc.
- (2) Amended and Restated 2004 Stock Incentive Plan. Upon vesting, these restricted stock units will be settled in shares of Common Stock on a 1-for-1 basis.

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.

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