

HOGAN FRANK W III

Form 4

March 02, 2011

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
HOGAN FRANK W III

(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)

02/28/2011

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

Sr. V.P., Gen. Counsel &amp; Sec.

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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 Beneficial Ownership (Instr. 4)
Common Stock	02/28/2011		A	50,000	A <u>(1)</u>	95,098	D
Common Stock	03/01/2011		F	3,021	D \$ 36.42	92,077	D
Common Stock	03/01/2011		A	900	A <u>(2)</u>	92,977 <u>(3)</u>	D

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

**Persons who respond to the collection of  
information contained in this form are not  
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SEC 1474  
(9-02)

number.

**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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				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

HOGAN FRANK W III  
SILGAN HOLDINGS INC.  
4 LANDMARK SQUARE, SUITE 400  
STAMFORD, CT 06901

Sr. V.P., Gen. Counsel &amp; Sec.

## Signatures

/s/ Frank W.  
Hogan, III 03/02/2011

\_\_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).

On August 6, 2009, the reporting person was granted 50,000 restricted stock units (after giving effect to the Issuer's two-for-one stock split effected on May 3, 2010) under the Silgan Holdings Inc. 2004 Stock Incentive Plan, as amended, subject to the satisfaction of certain performance criteria for the Issuer's 2010 fiscal year. The performance criteria for the Issuer's 2010 fiscal year was determined to have been met upon the finalization of the Issuer's audited financial statements for 2010. Accordingly, these restricted stock units will vest all at once on August 1, 2014 and will be settled in shares of Common Stock on a 1-for-1 basis.

(1) These securities are restricted stock units that were granted on March 1, 2011 under the Silgan Holdings Inc. 2004 Stock Incentive Plan, as amended. These restricted stock units vest ratably over a 5 year period beginning March 1, 2012 and will be settled in shares of Common Stock on a 1-for-1 basis upon vesting.

(3) This amount includes 67,380 restricted stock units that have not yet vested under the Silgan Holdings Inc. 2004 Stock Incentive Plan, as amended. 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.

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