#### SILGAN HOLDINGS INC

Form 4

November 23, 2016

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average

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**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \* HORRIGAN D GREG

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

SILGAN HOLDINGS INC [SLGN]

(Check all applicable)

C/O SILGAN HOLDINGS INC., 4

(First)

LANDMARK SQUARE - SUITE 400

(Street)

3. Date of Earliest Transaction

(Month/Day/Year) 11/22/2016

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

(Middle)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

STAMFORD, CT 06901

(City)	(State)	(Zip) Tak	le I - Non-	Derivative S	Securi	ities Acqu	ired, Disposed o	f, or Beneficia	ally Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)	
Common Stock	11/22/2016		S	433,421 (1)	D	\$ 50.75	3,679,112 (2)	D	
Common Stock	11/22/2016		S	953 (3)	D	\$ 50.75	0	I	By Spouse
Common Stock							3,305,721 (4)	I	By GRAT
Common Stock							616,792	I	By Horrigan Family

Limited

Partnership

(6)

Common Stock

17,317

Ι

By Trust (7)

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 required to respond unless the form displays a currently valid OMB control number.

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 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. Transactic Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,		ate	7. Titl Amou Under Secur (Instr.	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Dolotionchine

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
. 0	Director	10% Owner	Officer	Other			
HORRIGAN D GREG C/O SILGAN HOLDINGS INC. 4 LANDMARK SQUARE - SUITE 400 STAMFORD, CT 06901	X	X					

## **Signatures**

/s/ Frank W. Hogan, III, Attorney-in-fact for D. Greg Horrigan

11/23/2016

\*\*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 such shares of Common Stock were sold by the reporting person to the Issuer pursuant to the Issuer's tender offer that was completed on November 22, 2016. In addition, a family foundation, over which the reporting person is a trustee but in which the reporting person

Reporting Owners 2

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has no pecuniary interest, sold 250,626 shares of Common Stock to the Issuer pursuant to the Issuer's tender offer that was completed on November 22, 2016.

- Since the reporting person's last report, 226,076 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) All such shares of Common Stock were sold by the reporting person's spouse to the Issuer pursuant to the Issuer's tender offer that was completed on November 22, 2016.
- Since the reporting person's last report, 226,076 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.
- These shares of Common Stock are owned by grantor retained annuity trusts, of which the reporting person and his spouse are co-trustees (5) 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) 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 the shares.

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.