CROWN HOLDINGS INC

Form 4

January 11, 2008

FORM 4

Check this box

if no longer

subject to

Section 16.

Form 4 or

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

2. Issuer Name and Ticker or Trading

OMB Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

response...

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

RUTHERFORD ALAN W	Symbol CROWN HOLDINGS INC [CCK]	Issuer (Check all applicable)			
(Last) (First) (Middle ONE CROWN WAY	3. Date of Earliest Transaction (Month/Day/Year) 01/09/2008	Director 10% Owner Officer (give title Other (specify below)			
(Street) PHILADELPHIA, PA 19154	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 Person			
(City) (State) (Zip)	Table I - Non-Derivative Securities Acq	uired, Disposed of, or Beneficially Owned			
(Instr. 3) any	ceution Date, if Transactior(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Price	5. Amount of Securities Ownership Indirect Beneficially Owned (D) or Ownership Indirect (I) (Instr. 4) Transaction(s) (Instr. 3 and 4)			
Common 01/09/2008	A $\frac{95,485}{(1)}$ A $\frac{\$}{22.68}$	391,265 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)

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1.	Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9. Nu
D	erivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	ınt of	Derivative	Deriv
S	ecurity	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(I	nstr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	Bene
		Derivative				Securities			(Instr.	3 and 4)		Owne
		Security				Acquired						Follo
		•				(A) or						Repo
						Disposed						Trans
						of (D)						(Instr
						(Instr. 3,						`
						4, and 5)						
						, ,						
										Amount		
							Date	Expiration		or		
							Exercisable	-	Title	Number		
							Lacicisable	Date		of		
					Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

RUTHERFORD ALAN W ONE CROWN WAY PHILADELPHIA, PA 19154

Vice Chairman, EVP and CFO

Signatures

William T. Gallagher, by Power of Attorney 01/11/2008

**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).

The Reporting Person was granted 95,485 shares of Restricted Common Stock under the 2006 Stock-Based Compensation Plan. 66,725 shares vest over a three year period as follows: 22,242 shares on January 9, 2009 and 2010 and 22,241 shares on January 9, 2011. The final 28,760 shares vest on January 9, 2011 based on the Company's Total Shareholder Return versus a defined peer group of companies, with the final number of performance based vested shares varying from 0 to 200% of 28,760.

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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