#### **CROWN HOLDINGS INC**

Form 4 January 07, 2014

## FORM 4

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

**OMB** 3235-0287

**OMB APPROVAL** 

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Check this box if no longer subject to Section 16. Form 4 or

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

(Print or Type Responses)

1(b).

| 1. Name and Address of Reporting Person * Gifford Gerard H |         |          | 2. Issuer Name <b>and</b> Ticker or Trading<br>Symbol<br>CROWN HOLDINGS INC [CCK] | 5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)                             |  |  |  |
|--|---------|----------|---|--|--|--|--|
| (Last)   | (First) | (Middle) | 3. Date of Earliest Transaction   | (Shoon an approacte)   |  |  |  |
| ONE CROWN WAY  |         |          | (Month/Day/Year)<br>01/03/2014  | Director 10% Owner Officer (give title below) Other (specify below)  President - European Division   |  |  |  |
| (Street)   |         |          | 4. If Amendment, Date Original  | 6. Individual or Joint/Group Filing(Check  |  |  |  |
| PHILADELPHIA, PA 19154                                     |         |          | Filed(Month/Day/Year)   | Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person |  |  |  |
| (61.)  | (6      | (71)     |   |  |  |  |  |

| (City)                               | (State)                                 | (Zıp) Tabl | le I - Non-I | <b>Derivative</b>   | Securi | ities Acqu    | iired, Disposed of   | , or Beneficial  | y Owned   |  |
|--------------------------------------|---|------------|--------------|---|--------|---------------|--|--|---|--|
| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | any        |              | 3. 4. Securities<br>Transaction(A) or Disp<br>Code (Instr. 3, 4<br>(Instr. 8) |        |               | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |  |
| Common                               | 01/03/2014                              |            | Code V A     | Amount 25,564 (1)   | (D)    | Price<br>\$ 0 | 69,330   | D  |   |  |
| Common                               | 01/03/2014                              |            | F            | 614   | D      | \$<br>44.32   | 68,716   | 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<br>Number |             |        |
|             |             |                     |                    |                   | Exercisable | Date            | Title Nur   | Number    |              |             |        |
|             |             |                     |                    | C + V             | (A) (D)     |                 |             |           |              |             |        |
|             |             |                     |                    | Code V            | (A) (D)     |                 |             |           | Shares       |             |        |

## **Reporting Owners**

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

Gifford Gerard H ONE CROWN WAY PHILADELPHIA, PA 19154

President - European Division

# **Signatures**

Rosemary M. Haselroth, by Power of Attorney

01/07/2014

\*\*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 25,564 shares of Restricted Common Stock under the 2013 Stock-Based Incentive Compensation Plan. 9,018 shares vest over a three year period as follows: 3,006 shares on January 3, 2015, January 3, 2016 and January 3, 2017, respectively.

The final 16,546 shares vest on January 3, 2017 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 16,546.

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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