

ALLOTT ANTHONY J
Form 4
November 17, 2010

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
ALLOTT ANTHONY J

2. Issuer Name and Ticker or Trading Symbol
SILGAN HOLDINGS INC [SLGN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O SILGAN HOLDINGS INC., 4
LANDMARK SQUARE - SUITE
400

3. Date of Earliest Transaction
(Month/Day/Year)
11/15/2010

Director 10% Owner
 Officer (give title below) Other (specify below)
President and CEO

(Street)
STAMFORD, CT 06901

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|
| | | | | (A) or (D) | Price | | | |
| | | | | Code | V | Amount | | |
| Common Stock | 11/15/2010 | | M | | 118,934 | A | \$ 9.5 430,354 | D |
| Common Stock | 11/15/2010 | | S | | 118,934 (1) | D | \$ 34.75 311,420 | D |
| Common Stock | 11/15/2010 | | M | | 59,467 | A | \$ 5.065 370,887 | D |
| Common Stock | 11/15/2010 | | S | | 59,467 (1) | D | \$ 34.75 311,420 (2) | D |

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

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(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. 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 Security (Instr. 3 and 4) |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount Number of Shares |
| Nonqualified options to purchase Common Stock | \$ 9.5 | 11/15/2010 | | M | 118,934 | ⁽³⁾ 05/19/2012 | Common Stock 118 |
| Nonqualified options to purchase Common Stock | \$ 5.065 | 11/15/2010 | | M | 59,467 | ⁽⁴⁾ 02/27/2013 | Common Stock 59, |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| ALLOTT ANTHONY J C/O SILGAN HOLDINGS INC. 4 LANDMARK SQUARE - SUITE 400 STAMFORD, CT 06901 | X | | President and CEO | |

Signatures

/s/ Frank W. Hogan, III, Attorney-in-fact for Anthony J. Allott

11/17/2010

**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 of such shares of Common Stock were sold by the reporting person to Silgan Holdings Inc. pursuant to Silgan Holdings Inc.'s issuer tender offer.

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- On May 3, 2010, a two-for-one stock split of the Common Stock of Silgan Holdings Inc. in the form of a stock dividend was effected, resulting in the reporting person's direct ownership of 155,710 additional shares of Common Stock of Silgan Holdings Inc. on such date.
- (2) The amount of securities beneficially owned includes 260,880 restricted stock units granted under the Silgan Holdings Inc. 2004 Stock Incentive Plan, as amended, which upon vesting will be settled in shares of Common Stock of Silgan Holdings Inc. on a 1-for-1 basis.
- (3) These options were granted on May 20, 2002 and vested ratably over a five year period beginning on May 20, 2003. All of these options were exercisable prior to the transactions reported on this Form 4.
- (4) These options were granted on February 28, 2003 and vested ratably over a five year period beginning on February 28, 2004. All of these options were exercisable prior to the transactions reported on this Form 4.
- On May 3, 2010, a two-for-one stock split of the Common Stock of Silgan Holdings Inc. in the form of a stock dividend was effected, resulting in the reporting person holding an additional 180,000 nonqualified options to purchase Common Stock of Silgan Holdings Inc.
- (5) These additional options consisted of 120,000 options granted on 05/20/2002 (all of which are exercisable) and 60,000 options granted on 02/28/2003 (all of which are exercisable).

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.