#### SILVER R PHILIP

Form 4

November 24, 2010

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

OMB

**OMB APPROVAL** 

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response...

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

Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

Section 16.

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).

(Print or Type Responses)

1. Name and Address of Reporting Person \* SILVER R PHILIP

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to

Issuer

Symbol

11/23/2010

SILGAN HOLDINGS INC [SLGN]

(Check all applicable)

(Last) (First) (Middle)

(Zin)

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

X 10% Owner \_\_Other (specify Officer (give title

C/O SILGAN HOLDINGS INC., 4 LANDMARK SQUARE - SUITE 400

(Street)

(State)

(City)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_\_ Director

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

STAMFORD, CT 09601

(City)	(State)	(Zip) Tab	le I - Non-	Derivative S	Securit	ties Acqui	red, Disposed of,	or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired (A) Transactionor Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect Reported (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock	11/01/2010		G	250,000	D	\$0	5,215,346	D	
Common Stock	11/23/2010		S	579,573 (1)	D	\$ 34.75	4,635,773 (2)	D	
Common Stock							4,675,495 (3)	I	By GRAT
Common Stock							2,247,078	I	By Trust (5)

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

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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	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	Transacti	onNumber	Expiration D	ate	Amoun	it 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,						Ì
					4, and 5)						
								1	Amount		
						Date	Expiration		or		
						Exercisable	Date		Number		
									of		
				Code V	(A) (D)				Shares		

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
1	Director	10% Owner	Officer	Other		
SILVER R PHILIP						
C/O SILGAN HOLDINGS INC.	X	X				
4 LANDMARK SQUARE - SUITE 400	Λ	Λ				
STAMFORD, CT 09601						

## **Signatures**

/s/ Frank W. Hogan, III, Attorney-in-fact for R. Philip Silver

\*\*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).
- All of such shares of Common Stock were sold by the reporting person to Silgan Holdings Inc. pursuant to that certain Stock Purchase (1) Agreement, dated October 7, 2010, among Silgan Holdings Inc., D. Greg Horrigan and the reporting person entered into in connection with Silgan Holdings Inc.'s issuer tender offer which expired on November 8, 2010.

Since the reporting person's last report, the reporting person contributed 1,500,000 shares of Common Stock to a grantor retained annuity trust, of which the reporting person is the sole trustee with sole voting and dispositive power over such shares, and such shares are now included in the amount of securities beneficially owned by the reporting person indirectly through grantor retained annuity trusts.

Additionally, since the reporting person's last report, an aggregate of 1,261,113 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.

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Since the reporting person's last report, 1,500,000 of these shares, which were previously reported as being directly beneficially owned by the reporting person, were contributed by the reporting person to a grantor retained annuity trust, of which the reporting person is the sole trustee with sole voting and dispositive power over such shares. Additionally, since the reporting person's last report, an aggregate of

- (3) 1,261,113, shares of Common Stock, which were previously reported as 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 in the amount of securities beneficially owned by the reporting person directly.
- (4) These shares are owned by grantor retained annuity trusts, of which the reporting person is the sole trustee with sole voting and dispositive power over the shares.
- (5) The Robert Philip Silver 2002 GRAT Article III Trust for Benefit of Spouse and Descendants, of which the reporting person's spouse in a co-trustee, is the direct beneficial owner of these 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.