

SILVER R PHILIP
Form 4
August 07, 2009

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
SILVER R PHILIP

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)
4 LANDMARK SQUARE, SUITE 400

3. Date of Earliest Transaction (Month/Day/Year)
08/05/2009

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

(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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--------------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | 08/05/2009 | | S | 40,000 D | \$ 50.1558 (1) 13,586 | I | By Silver Family Limited Partnership |
| Common Stock | 08/06/2009 | | S | 13,586 D | \$ 50.0981 (2) 0 | I | By Silver Family Limited Partnership |
| Common Stock | | | | | 2,260,356 (3) | D | |
| Common | | | | | 2,814,775 | I | By GRAT |

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| | | |
|-----------------|-------------|--------------------------|
| Stock | <u>(3)</u> | <u>(4)</u> |
| Common Stock | 1,123,539 I | By Trustee <u>(5)</u> |

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 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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SILVER R PHILIP 4 LANDMARK SQUARE SUITE 400 STAMFORD, CT 06901 | X | X | | |

Signatures

/s/ R. Philip
Silver

08/07/2009

**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) The range of sales prices for 08/05/2009 was \$50.04 - \$50.50. The reporting person undertakes to provide, upon request of the SEC staff, the Issuer or any security holder of the Issuer, full information regarding the number of shares sold at each separate price.

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- (2) The range of sales prices for 08/06/2009 was \$50.0475 - \$50.18. The reporting person undertakes to provide, upon request of the SEC staff, the Issuer or any security holder of the Issuer, full information regarding the number of shares sold at each separate price.
Since the reporting person's last report, an aggregate of 685,225 shares of Common Stock, which were indirectly beneficially owned by
- (3) 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.
- (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 is 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.

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