

SILVER R PHILIP
Form 4
November 24, 2010

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

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

(Last) (First) (Middle)

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

(Street)

STAMFORD, CT 09601

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

SILGAN HOLDINGS INC [SLGN]

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

11/23/2010

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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 Indirect Beneficial Ownership (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
Common Stock						2,247,078	I
							By GRAT (4)
							By Trust (5)

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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 10)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

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

Signatures

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

11/24/2010

__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).

- All of such shares of Common Stock were sold by the reporting person to Silgan Holdings Inc. pursuant to that certain Stock Purchase 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.
- (1)

- 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.
- (2) 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.

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