

ALLOTT ANTHONY J  
Form 4  
February 29, 2012

**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 \*  
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)  
SILGAN HOLDINGS INC., 4  
LANDMARK SQUARE - SUITE  
400

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/27/2012

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |
| Common Stock                    | 02/27/2012                           |  | M                              |   | 30,533  | A  | \$ 5.065                          |
| Common Stock                    | 02/27/2012                           |  | S                              |   | 30,533  | D  | \$ 42.9329 (1)                    |
| Common Stock                    | 02/29/2012                           |  | A                              |   | 120,000   | A  | (2) 364,654 (3)                   |

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

Persons who respond to the collection of information contained in this form are not

SEC 1474 (9-02)

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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) |              |                            |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
|   |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount or Number of Shares |
| Nonqualified options to purchase Common Stock | \$ 5.065   | 02/27/2012                           |  | M                              | 30,533  | <u>(4)</u> 02/27/2013                                    |   | Common Stock | 30,533                     |

## Reporting Owners

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

## Signatures

/s/ Anthony J. Allott 02/29/2012

\*\*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 2/27/2012 was \$42.75 - \$43.13. 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.
- On March 1, 2011, the reporting person was granted 120,000 restricted stock units under the Silgan Holdings Inc. 2004 Stock Incentive Plan, as amended, subject to the satisfaction of certain performance criteria for the Issuer's 2011 fiscal year. The performance criteria for the Issuer's 2011 fiscal year was determined to have been met upon the finalization of the Issuer's audited financial statements for 2011. Accordingly, these restricted stock units are no longer subject to cancellation. These restricted stock units will vest all at once on March 1, 2014 and will be settled in shares of Common Stock on a 1-for-1 basis.
- (2)

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- (3) This amount includes 162,260 restricted stock units that are not yet vested that have been granted under the Silgan Holdings Inc. 2004 Stock Incentive Plan, as amended. Upon vesting, these restricted stock units will be settled in shares of Common Stock on a 1-for-1 basis.
- (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.

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.