Homfray Christopher Charles Form 4

January 19, 2010

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** OMB 3235-0287

Number: January 31, Expires: 2005

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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

1(b).

may continue.

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 See Instruction

(Print or Type Responses)

1. Name and Address of Reporting Person * Homfray Christopher Charles	2. Issuer Name and Ticker or Trading Symbol CROWN HOLDINGS INC [CCK]	5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle)	3. Date of Earliest Transaction	(Check all applicable)			
ONE CROWN WAY	(Month/Day/Year) 01/16/2010	Director 10% Owner Officer (give title Other (specification)  President - European Division			
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	<ul><li>6. Individual or Joint/Group Filing(Check Applicable Line)</li><li>X Form filed by One Reporting Person</li></ul>			
PHILADELPHIA, PA 19154		Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Tabl	e I - Non-I	<b>Derivative</b>	Securi	ities Acqu	iired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	ion Date 2A. Deemed y/Year) Execution Date, if any (Month/Day/Year)		3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)  (A) or			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common	01/16/2010		Code V A	Amount 10,125 (1)	(D)	Price \$ 0	(Instr. 3 and 4) 129,249	D	
Common	01/18/2010		F	17,187 (2)	D	\$ 26.01	112,062	D	

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

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### Edgar Filing: Homfray Christopher Charles - Form 4

#### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	f 2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivativ	e Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	/Year)	Under	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities	S		(Instr.	. 3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration	T:41-	or Namel		
					Exercisable	Date	Title	Number			
				C-1- V	(A) (D)				of		
				Code v	(A) (D)				Shares		

# **Reporting Owners**

Relationships Reporting Owner Name / Address

> Other Director 10% Owner Officer

Homfray Christopher Charles ONE CROWN WAY PHILADELPHIA, PA 19154

President - European Division

### **Signatures**

William T. Gallagher, by Power of 01/19/2010 Attorney

> \*\*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).

Represents the difference between 22,854 performance-based shares of Restricted Common Stock that vested on January 16, 2010 and 12,729 performance?based shares of Restricted Common Stock whose grant was originally reported on a Form 4 filed with the U.S. Securities and Exchange Commission on January 19, 2007 (the ?Original Form 4?). As reported on the Original **(1)** Form 4, such performance-based shares were originally granted to the Reporting Person on January 17, 2007 under the 2006 Stock-Based Incentive Compensation Plan and were to vest on January 16, 2010 based on the Company?s Total Shareholder Return versus a defined group of companies, which the final number of performance-based vested shares varying from 0 to 200% of 12,729.

**(2)** Represents Shares transferred to the Company for tax withholding in connection with vesting of restricted stock.

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.

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