

HOGAN FRANK W III
Form 4
August 20, 2010

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 *
HOGAN FRANK W III

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)
08/18/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Sr. V.P., Gen. Counsel & Sec.

(Street)

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

STAMFORD, CT 06901

(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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	08/18/2010		M	A	\$ 8.27 70,098	D	
Common Stock	08/18/2010		S	D	\$ 30.4053 45,098 ⁽²⁾	D	

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

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(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)
Nonqualified options to purchase Common Stock	\$ 8.27	08/18/2010		M	25,000	(3) 11/06/2010	Common Stock 25,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

HOGAN FRANK W III
SILGAN HOLDINGS INC.
4 LANDMARK SQUARE, SUITE 400
STAMFORD, CT 06901

Sr. V.P., Gen. Counsel & Sec.

Signatures

/s/ Frank W.
Hogan, III 08/20/2010

**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).
- (1) The range of sales prices for 08/18/2010 was \$30.40 - \$30.45. 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.
- (2) On May 3, 2010, a two-for-one stock split of the Common Stock of Silgan Holdings Inc. in the form of a stock dividend was effected, resulting in the reporting person's direct ownership of 22,549 additional shares of Common Stock of Silgan Holdings Inc. on such date. The amount of securities beneficially owned includes 26,080 restricted stock units granted under the Silgan Holdings Inc. 2004 Stock Incentive Plan, as amended, which upon vesting will be settled in shares of Common Stock of Silgan Holdings Inc. on a 1-for-1 basis.
- (3) These options were granted on 11/7/2003 and vested ratably over a four year period beginning on 11/7/2004. All of these options were exercisable prior to the transactions reported on this Form 4.
- (4) On May 3, 2010, a two-for-one stock split of the Common Stock of Silgan Holdings Inc. in the form of a stock dividend was effected, resulting in the reporting person holding an additional 13,796 nonqualified options to purchase Common Stock of Silgan Holdings Inc. These additional options consisted of 12,500 options granted on 11/7/2003 (all of which are exercisable) and 1,296 options granted on

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5/3/2002 (all of which are exercisable).

(5) This amount consists of 2,592 options granted on 5/3/2002 (all of which are currently exercisable).

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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