

CROWN HOLDINGS INC
Form 4
April 24, 2014

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 *
CONWAY JOHN W

(Last) (First) (Middle)

ONE CROWN WAY

(Street)

PHILADELPHIA, PA 19154

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CROWN HOLDINGS INC [CCK]

3. Date of Earliest Transaction
(Month/Day/Year)
04/22/2014

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)
Chairman and CEO

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common | | | | | 1,131 ⁽¹⁾ | I | By 401(k) Plan |
| Common | 04/22/2014 | | M | 55,865 A \$ 8.6 | 1,489,760 | D | |
| Common | 04/22/2014 | | S | 31,800 ₍₂₎ D \$ 46.7016 | 1,457,960 | D | |
| Common | 04/23/2014 | | M | 40,000 A \$ 8.6 | 1,497,960 | D | |
| Common | 04/24/2014 | | S | 22,703 ₍₃₎ D \$ 46.9352 | 1,475,257 | D | |

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount Number Shares |
| Employee Stock Option (Right to Buy) | \$ 8.6 | 04/22/2014 | | M | 55,865 | 11/03/2004 05/03/2014 | Common 175,86 |
| Employee Stock Option (Right to Buy) | \$ 8.6 | 04/23/2014 | | M | 40,000 | 11/03/2004 05/03/2014 | Common 120,00 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| CONWAY JOHN W ONE CROWN WAY PHILADELPHIA, PA 19154 | | | Chairman and CEO | |

Signatures

Rosemary M. Haselroth, by Power of Attorney 04/24/2014

__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) At March 31, 2014, the Reporting Person owned 1,131 shares of CCK Common Stock under the CCK 401(k) Plan.

(2) The shares sold at an average price of \$46.701621.

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(3) The shares sold at an average price of \$46.935215.

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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