

DONAHUE TIMOTHY J
Form 4
January 08, 2018

FORM 4

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

OMB APPROVAL

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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 *
DONAHUE TIMOTHY J

(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)
01/04/2018

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)
President & 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common | | | | (A) Amount Price | 1,423 ⁽¹⁾ | I | 401(k) |
| Common | 01/04/2018 | | A | 98,280 ⁽²⁾ A \$ 0 | 511,004 | D | |

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

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

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| 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 Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| DONAHUE TIMOTHY J ONE CROWN WAY PHILADELPHIA, PA 19154 | | | President & CEO | |

Signatures

Rosemary M. Haselroth, by Power of Attorney
 Date: 01/08/2018

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 December 31, 2017, the Reporting Person owned 1,423 shares of CCK Common Stock under the CCK 401(k) Plan.

The Reporting Person was granted 98,280 shares of Restricted Common Stock under the 2013 Stock-Based Compensation Plan. 33,398 time-vested restricted shares vest over a three year period as follows: 11,133 time-vested restricted shares on January 4, 2019 and January 4, 2020, and 11,132 time-vested restricted shares on January 4, 2021. 31,484 performance-based restricted shares are targeted to vest on

(2) January 4, 2021 based on the Company's Total Shareholder Return versus a defined peer group of companies, with the final number of performance-based vested shares varying from 0 to 200% of 31,484. 33,398 performance-based restricted shares are targeted to vest on January 4, 2021 based on the Return on Invested Capital achieved by the Company compared to the ROIC target, with the final number of performance-based vested shares varying from 0 to 200% of 33,398.

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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