

HARRIGAN D GREG

Form 4

February 12, 2013

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
HARRIGAN D GREG

(Last) (First) (Middle)

SILGAN HOLDINGS INC., 4
LANDMARK SQUARE - SUITE
400

(Street)

STAMFORD, CT 06901

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

SILGAN HOLDINGS INC [SLGN]

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

02/08/2013

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)

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)
Common Stock	02/08/2013		S	(A) or (D) D	478,988 (1) \$ 45.25	3,442,560 (2) (3)	D
Common Stock					3,970,213 (4)	I	By GRAT (5)
Common Stock					616,792	I	By Harrigan Family Limited Partnership (6)

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Common Stock					17,317 ⁽⁷⁾	I	By Trust ⁽⁸⁾	
Common Stock	02/08/2013	S	1,730 ⁽¹⁾	D	\$ 45.25	953 ⁽⁹⁾	I	By Spouse

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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

HARRIGAN D GREG
SILGAN HOLDINGS INC.
4 LANDMARK SQUARE - SUITE 400
STAMFORD, CT 06901

X X

Signatures

/s/ Frank W. Hogan, III, Attorney-in-fact for D. Greg
Harrigan

02/12/2013

**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) All of such shares were sold to Silgan Holdings Inc. pursuant to Silgan Holdings Inc.'s issuer tender offer that was completed on February 8, 2013.

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Since the reporting person's last report, the reporting person contributed 1,200,000 shares of Common Stock which were previously reported as directly beneficially owned by the reporting person to a grantor retained annuity trust, of which the reporting person is the sole trustee with voting and dispositive power over such shares, and such shares are now included in the amount of securities beneficially owned by the reporting person indirectly through grantor retained annuity trusts. Additionally, since the reporting person's last report, 83,531 shares of Common Stock, which were indirectly beneficially owned by the reporting person through grantor retained annuity trusts, were transferred by such grantor retained annuity trusts to the reporting person and are now included in the amount of securities beneficially owned by the reporting person directly.

(2)

Since the reporting person's last report, the reporting person transferred 20,000 shares of Common Stock, which were previously reported as directly beneficially owned by the reporting person, to his spouse, and subsequently his spouse transferred 17,317 of such shares to a family trust, of which the reporting person is the trustee with voting and dispositive power over such shares. Accordingly, the remaining shares of Common Stock held by the reporting person's spouse are now included in the amount of securities beneficially owned by the reporting person indirectly through his spouse and the 17,317 shares of Common Stock held by the family trust are now included in the amount of securities beneficially owned by the reporting person indirectly through such family trust.

(3)

Since the reporting person's last report, 1,200,000 of these shares of Common Stock, which were previously reported as being beneficially owned directly by the reporting person, were contributed by the reporting person to a grantor retained annuity trust, of which the reporting person is the trustee with voting and dispositive power over such shares, and such shares are now included in the amount of securities beneficially owned by the reporting person indirectly through grantor retained annuity trusts. Additionally, since the reporting person's last report, 83,531 shares of Common Stock, which were indirectly beneficially owned by the reporting person through grantor retained annuity trusts, were transferred by such grantor retained annuity trusts to the reporting person and are now included in the amount of securities beneficially owned by the reporting person directly.

(4)

These shares of Common Stock are owned by grantor retained annuity trusts, of which the reporting person and his spouse are co-trustees with voting and dispositive power over the shares or the reporting person is the sole trustee with voting and dispositive power over the shares.

(5)

The reporting person is the sole general partner of Harrigan Family Limited Partnership, with sole voting and dispositive power over the shares.

(6)

Since the reporting person's last report, these shares of Common Stock, which were previously reported as being beneficially owned directly by the reporting person, were transferred by the reporting person to his spouse, who subsequently transferred these shares of Common Stock to a family trust, of which the reporting person is the trustee with voting and dispositive power over such shares, and such shares are now included in the amount of securities beneficially owned by the reporting person indirectly through a trust.

(7)

These shares of Common Stock are owned by a family trust, of which the reporting person is the trustee with voting and dispositive power over such shares.

(8)

Since the reporting person's last report, these shares of Common Stock, which were previously reported as being beneficially owned directly by the reporting person, were transferred by the reporting person to his spouse, and such shares are now included in the amount of securities beneficially owned indirectly by the reporting person through his spouse.

(9)

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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