

CROWN HOLDINGS INC
Form 4
May 07, 2007

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 *
RUTHERFORD ALAN 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)
05/03/2007

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director
____ Officer (give title below)
____ 10% Owner
____ Other (specify below)
Vice Chairman, EVP and CFO

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 or Price		
Common	05/03/2007		M		100,000 A \$ 5.3	D	
Common	05/03/2007		M		180,000 A \$ 7.44	D	
Common	05/03/2007		S		100,000 D \$ 24.9085	D	
Common	05/03/2007		S		180,000 D \$ 24.9085	D	
Common	05/04/2007		M		135,000 A \$ 5.3	D	
Common	05/04/2007		S		135,000 D \$ 24.7913	D	
Common	05/07/2007		M		65,000 A \$ 5.3	D	

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Common 05/07/2007 S 65,000 D \$ 24.879 304,603 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)	\$ 5.3	05/03/2007		M	100,000	08/21/2002 02/21/2012	Common	100,000	
Employee Stock Option (Right to Buy)	\$ 7.44	05/03/2007		M	180,000	07/04/2001 01/04/2011	Common	180,000	
Employee Stock Option (Right to Buy)	\$ 5.3	05/04/2007		M	135,000	08/21/2002 02/21/2012	Common	135,000	
Employee Stock Option (Right to Buy)	\$ 5.3	05/07/2007		M	65,000	08/21/2002 02/21/2012	Common	65,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RUTHERFORD ALAN W			Vice Chairman, EVP and CFO	

ONE CROWN WAY
PHILADELPHIA, PA 19154

Signatures

William T. Gallagher, by Power of
Attorney

05/07/2007

__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).

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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