

CONWAY JOHN W

Form 4

December 12, 2012

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

OMB
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(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)
12/10/2012

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 ____ Other (specify
below) below)

Chairman, President and CEO

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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					1,131 ⁽¹⁾	I	By 401(k) Plan
Common	12/10/2012		M	150,000 A \$ 8.75	1,270,138	D	
Common	12/10/2012		M	147,898 A \$ 8.6	1,418,036	D	
Common	12/10/2012		S	161,361 ⁽²⁾ D \$ 37.6264	1,256,675	D	
Common	12/11/2012		M	176,237 A \$ 8.6	1,432,912	D	
Common	12/11/2012		S	95,343 ⁽³⁾ D \$ 37.4749	1,337,569	D	

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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)	\$ 8.75	12/10/2012		M	150,000	08/24/2004 02/24/2014	Common 150,0
Employee Stock Option (Right to Buy)	\$ 8.6	12/10/2012		M	147,898	11/03/2004 05/03/2014	Common 500,0
Employee Stock Option (Right to Buy)	\$ 8.6	12/11/2012		M	176,237	11/03/2004 05/03/2014	Common 500,0

Reporting Owners

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

Signatures

Rosemary M. Haselroth, by Power of Attorney 12/12/2012

**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 September 30, 2012, 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 \$37.626402.

(3) The shares sold at an average price of \$37.474943.

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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