

SILGAN HOLDINGS INC
 Form 4
 November 23, 2016

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 *
HORRIGAN D GREG

 (Last) (First) (Middle)

**C/O 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)
11/22/2016

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

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount or Price | | |
| Common Stock | 11/22/2016 | | S | | 433,421 (1) | D | |
| | | | | | \$ 50.75 | | 3,679,112 (2) D |
| Common Stock | 11/22/2016 | | S | | 953 (3) | D | |
| | | | | | \$ 50.75 | | 0 I By Spouse |
| Common Stock | | | | | | | 3,305,721 (4) I By GRAT (5) |
| Common Stock | | | | | | | 616,792 I By Horrigan Family Limited |

| | | | | |
|--------------|--|--------|---|---|
| Common Stock | | 17,317 | I | Partnership <u>(6)</u> By Trust <u>(7)</u> |
|--------------|--|--------|---|---|

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)

| 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 Beneficially Owned Following Reported Transaction (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| HORRIGAN D GREG C/O 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 Horrigan
 **Signature of Reporting Person
 11/23/2016
 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 such shares of Common Stock were sold by the reporting person to the Issuer pursuant to the Issuer's tender offer that was completed on November 22, 2016. In addition, a family foundation, over which the reporting person is a trustee but in which the reporting person

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has no pecuniary interest, sold 250,626 shares of Common Stock to the Issuer pursuant to the Issuer's tender offer that was completed on November 22, 2016.

(2) Since the reporting person's last report, 226,076 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.

(3) All such shares of Common Stock were sold by the reporting person's spouse to the Issuer pursuant to the Issuer's tender offer that was completed on November 22, 2016.

(4) Since the reporting person's last report, 226,076 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.

(5) 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.

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

(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 the shares.

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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