

SILVER R PHILIP
Form 5
February 15, 2013

FORM 5

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

OMB APPROVAL

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Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
SILVER R PHILIP

(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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2012

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 below) Other (specify below)

6. Individual or Joint/Group Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|-------|--|--|---|
| | | | | Amount | (A) or (D) | Price | | | |
| Common Stock | 06/14/2012 | ^ | G | 4,493 | D | \$ 0 | 7,396,310 (1) | D ^ | |
| Common Stock | 11/20/2012 | ^ | G | 184,544 | D | \$ 0 | 7,211,766 | D ^ | |
| Common Stock | 10/16/2012 | ^ | G | 427,001 (2) | D | \$ 0 | 2,790,058 | I By Trusts (3) | |
| Common | ^ | ^ | ^ | ^ | ^ | ^ | 763,516 (4) | I By GRAT | |

Stock

(5)

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. of D |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---------|
| | | | | | (A) (D) | Date Exercisable Expiration Date | Title | Amount or Number of Shares | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SILVER R PHILIP SILGAN HOLDINGS INC. 4 LANDMARK SQUARE - SUITE 400 STAMFORD, CT 06901 | Â X | Â X | Â | Â |

Signatures

/s/ Frank W. Hogan, III, Attorney-in-fact for R. Philip Silver
Date: 02/15/2013

__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) Since the reporting person's last report, 896,706 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, these shares of Common Stock, which were indirectly beneficially owned by the reporting person through a grantor retained annuity trust, were transferred by such grantor retained annuity trust to family trusts of which the reporting person's spouse is a trustee with voting and dispositive power over such shares, and subsequently such family trusts gifted such shares to immediate family members.
- (3)

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

Since the reporting person's last report, 896,706 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. Additionally, since the reporting person's

- (4) last report, 427,001 shares of Common Stock, which were indirectly beneficially owned by the reporting person through a grantor retained annuity trust, were transferred by such grantor retained annuity trust to family trusts of which the reporting person's spouse is a trustee with voting and dispositive power over such shares, and subsequently such family trusts gifted such shares to immediate family members.
- (5) These shares of Common Stock are owned by a grantor retained annuity trust of which the reporting person is the trustee with voting and dispositive power over such shares.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.