

Gifford Gerard H
Form 4
January 09, 2019

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 *
Gifford Gerard H

2. Issuer Name and Ticker or Trading Symbol
CROWN HOLDINGS INC [CCK]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
770 TOWNSHIP LINE ROAD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/07/2019

____ Director _____ 10% Owner
____ Officer (give title below) _____ Other (specify below)
EVP & COO

YARDLEY, PA 19067

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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				(A) or (D)	Price		By 401(k) Plan
Common	01/07/2019		A	39,695 (1)	\$ 0	D	
Common	01/08/2019		D	17,085	\$ 0	D	
Common	01/08/2019		F	843 (2)	\$ 45.45	D	

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 and 4)
				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
Gifford Gerard H 770 TOWNSHIP LINE ROAD YARDLEY, PA 19067			EVP & COO	

Signatures

Rosemary M. Haselroth, by Power of Attorney
Date: 01/09/2019

__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).

- The Reporting Person was granted 39,695 shares of Restricted Common Stock under the 2013 Stock-Based Compensation Plan. 13,834 time-vested restricted shares vest over a three year period as follows: 4,612 time-vested restricted shares on January 7, 2020 and 4,611 time-vested restricted shares on January 7, 2021 and 2022, respectively. 12,027 performance-based restricted shares are targeted to vest
- (1) on January 7, 2022 based on the Company's Total Shareholder Return versus a defined peer group of companies, with the final number of performance-based vested shares varying from 0 to 200% of 12,027. 13,834 performance-based restricted shares are targeted to vest on January 7, 2022 based on the Return on Invested Capital achieved by the Company compared to the ROIC target, with the final number of performance-based vested shares varying from 0 to 200% of 13,834.
 - (2) Represents shares transferred to the Company for tax withholding in connection with vesting of restricted stock.

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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