

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2008-08-29** | Period of Report: **2008-08-28**

SEC Accession No. **0000849869-08-000107**

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REPORTING OWNER

MILLER MALCOLM E

CIK: **1199504**

Type: **4** | Act: **34** | File No.: **000-22117** | Film No.: **081049145**

Mailing Address

*4 LANDMARK SQUARE
SUITE 400
STAMFORD CT 06901*

Business Address

2039757110

ISSUER

SILGAN HOLDINGS INC

CIK: **849869** | IRS No.: **061269834** | State of Incorporation: **DE** | Fiscal Year End: **1231**

SIC: **3411** Metal cans

Mailing Address

*4 LANDMARK SQUARE
SUITE 400
STAMFORD CT 06901*

Business Address

*4 LANDMARK SQ
STAMFORD CT 06901
2039757110*

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 MILLER MALCOLM E | | | 2. Issuer Name and Ticker or Trading Symbol SILGAN HOLDINGS INC [SLGN] | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) Vice President and Treasurer | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 08/28/2008 | | | 6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person ____ Form Filed by More than One Reporting Person | | |
| 4 LANDMARK SQUARE, SUITE 400 | | | 4. If Amendment, Date Original Filed(Month/Day/Year) | | | | | |
| (Street) STAMFORD, CT 06901 | | | | | | | | |
| (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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|-----------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 08/28/2008 | | <u>M</u> | | 10,000 | A | \$10.645 | 16,199 | D | |
| Common Stock | 08/28/2008 | | <u>S</u> | | 10,000 | D | \$52.4683 | 6,199 ⁽¹⁾ | D | |

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 Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | |
|---|--|--------------------------------------|--|--------------------------------|---|---|-----|--|-----------------|---|--|--|--|--|-------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | | | | | | Title |
| Nonqualified options to purchase Common Stock | \$10.645 | 08/28/2008 | | <u>M</u> | | 10,000 | | (2) | 10/10/2011 | Common Stock | 10,000 | \$10.645 | 10,000 ⁽³⁾ | D | |

Explanation of Responses:

- This amount includes 4,520 restricted stock units that have not yet vested that have been granted under the Silgan Holdings Inc. 2004 Stock Incentive Plan, as amended. Upon vesting, these restricted stock units will be settled in shares of Common Stock on a 1-for-1 basis.
- These options were granted on October 11, 2001 and vested ratably over a 5 year period beginning October 11, 2002. All of these options were exercisable prior to the transactions reported on this Form 4.

3. This amount consists of 10,000 options granted on October 11, 2001 (all of which are currently exercisable).

Signatures

/s/ Malcolm E. Miller

** Signature of Reporting Person

08/29/2008

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.