

# SECURITIES AND EXCHANGE COMMISSION

## FORM 5

Annual statement of changes in beneficial ownership of securities

Filing Date: **2009-01-26** | Period of Report: **2008-09-28**

SEC Accession No. **0001181431-09-004783**

([HTML Version](#) on [secdatabase.com](http://secdatabase.com))

### ISSUER

#### **BWAY Holding CO**

CIK: **1392179** | IRS No.: **303624491** | State of Incorporation: **DE** | Fiscal Year End: **0930**  
SIC: **3411** Metal cans

#### Mailing Address

*8607 ROBERTS DRIVE, SUITE  
250  
ATLANTA GA 30350*

#### Business Address

*8607 ROBERTS DRIVE, SUITE  
250  
ATLANTA GA 30350  
770-6454800*

### REPORTING OWNER

#### **Hayford Warren J.**

CIK: **1398240**  
Type: **5** | Act: **34** | File No.: **001-33527** | Film No.: **09545731**

#### Mailing Address

*C/O BWAY CORPORATION  
8607 ROBERTS DRIVE, SUITE  
250  
ATLANTA GA 30350*

#### Business Address

*770-645-4800*

# FORM 5

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### OMB APPROVAL

OMB Number: 3235-0362  
 Expires: 02/28/2011  
 Estimated average burden  
 hours per response 1.0

- Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
- Form 3 Holdings Reported
- Form 4 Transactions Reported

### ANNUAL 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 <b>Hayford Warren J.</b>			2. Issuer Name and Ticker or Trading Symbol <b>BWAY Holding CO [BWY]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) <b>09/28/2008</b>					
C/O BWAY HOLDING COMPANY, 8607 ROBERTS DRIVE, SUITE 250			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Reporting (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
(Street) <b>ATLANTA, GA 30350</b>								
(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 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							6,247.5	D	
Common Stock	05/28/2008		W	891,467.2	D	\$ 0	0	I	By Spouse <sup>(1)</sup>

**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)
					(A)	(D)	Date Exercisable	Expiration Date					
Stock Option	\$2.96						02/07/2003	01/28/2012	Common Stock	754,074	754,074	D	

**Explanation of Responses:**

1. Upon the death of the reporting person's spouse, the voting and dispositive power over these securities passed to the executor of the estate, who was an unaffiliated person with the reporting person. The reporting person could no longer be deemed a beneficial owner of the securities.

## Signatures

Jeffrey M. O'Connell, Attorney-in-Fact for Warren J. Hayford

\*\* Signature of Reporting Person

01/26/2009

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.**