

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2009-01-26** | Period of Report: **2008-11-17**
SEC Accession No. **0001181431-09-004784**

([HTML Version](#) on [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: **4** | Act: **34** | File No.: **001-33527** | Film No.: **09545739**

Mailing Address

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

Business Address

770-645-4800

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
 Expires: 02/28/2011
 Estimated average burden
 hours per response 0.5

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

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 Hayford Warren J.			2. Issuer Name and Ticker or Trading Symbol BWAY Holding CO [BWY]			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. Date of Earliest Transaction (Month/Day/Year) 11/17/2008					
C/O BWAY HOLDING COMPANY, 8607 ROBERTS DRIVE, SUITE 250			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (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) ATLANTA, GA 30350								
(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	12/22/2008		A	V	9,346	A	\$ 0	15,593.5	D	
Common Stock	11/17/2008		J ⁽¹⁾	V	1,064,831	A	\$ 0	1,064,831	I	As Trustee for Trust of Deceased Spouse (1)
Common Stock	11/25/2008		J ⁽³⁾	V	150,000	D	\$ 0	914,831	I	As Trustee for Trust of Deceased Spouse (1)
Common Stock	11/25/2008		J ⁽⁴⁾	V	226,636	A	\$ 0	226,636	I	By GRATs (2)

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)					

											Number of Shares			
Stock Option	\$2.96						02/07/2003	01/28/2012	Common Stock	754,074		754,074	D	

Explanation of Responses:

1. The reporting person became co-trustee with shared voting and investment power over the securities but has no pecuniary interest in them. The securities were controlled by the executor (an unaffiliated person) of the estate of the reporting person's deceased spouse prior to being transferred into the spouse's declaratory trust.
2. The reporting person is the settlor but not the trustee of each grantor retained annuity trust ("GRAT") and receives annuity payments therefrom. The reporting person's descendants and a charitable trust are the remaindermen. The reporting person disclaims beneficial ownership of the reported securities, except to the extent of his pecuniary interest therein. These securities are held in two GRATs in the following amounts: 150,000 shares in the Hayford 2008 Annuity Trust and 76,636 shares in the Hayford Children's Annuity Trust.
3. These securities were transferred to the Hayford 2008 Annuity Trust GRAT.
4. These securities were received from the declaratory trust of the reporting person's deceased spouse and from another GRAT of which the reporting person was not deemed to have a beneficial interest.

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.