

CROWN HOLDINGS INC  
Form 4  
May 07, 2007

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
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 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 \*  
RUTHERFORD ALAN W

(Last) (First) (Middle)  
ONE CROWN WAY  
(Street)  
PHILADELPHIA, PA 19154  
(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/03/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below)  
\_\_\_\_ 10% Owner  
\_\_\_\_ Other (specify below)  
Vice Chairman, EVP and CFO

6. Individual or Joint/Group Filing(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 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	Price	
Common	05/03/2007		M		100,000	\$ 5.3	A 404,603 D
Common	05/03/2007		M		180,000	\$ 7.44	A 584,603 D
Common	05/03/2007		S		100,000	\$ 24.9085	D 484,603 D
Common	05/03/2007		S		180,000	\$ 24.9085	D 304,603 D
Common	05/04/2007		M		135,000	\$ 5.3	A 439,603 D
Common	05/04/2007		S		135,000	\$ 24.7913	D 304,603 D
Common	05/07/2007		M		65,000	\$ 5.3	A 369,603 D

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Common 05/07/2007 S 65,000 D \$ 24.879 304,603 D

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

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SEC 1474  
(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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (Right to Buy)	\$ 5.3	05/03/2007		M	100,000	08/21/2002 02/21/2012	Common	100,000	
Employee Stock Option (Right to Buy)	\$ 7.44	05/03/2007		M	180,000	07/04/2001 01/04/2011	Common	180,000	
Employee Stock Option (Right to Buy)	\$ 5.3	05/04/2007		M	135,000	08/21/2002 02/21/2012	Common	135,000	
Employee Stock Option (Right to Buy)	\$ 5.3	05/07/2007		M	65,000	08/21/2002 02/21/2012	Common	65,000	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RUTHERFORD ALAN W			Vice Chairman, EVP and CFO	

ONE CROWN WAY  
PHILADELPHIA, PA 19154

## Signatures

William T. Gallagher, by Power of  
Attorney

05/07/2007

\_\_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).

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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