

MILLER MALCOLM E
Form 5
February 14, 2011

FORM 5

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

OMB APPROVAL

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Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
MILLER MALCOLM E

(Last) (First) (Middle)

SILGAN HOLDINGS INC., 4
LANDMARK SQUARE - SUITE
400

(Street)

STAMFORD, CT 06901

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
SILGAN HOLDINGS INC [SLGN]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2010

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Vice President and Treasurer

6. Individual or Joint/Group Reporting

(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 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)
Common Stock	01/22/2010	^	P4	168 ⁽¹⁾ ₍₂₎	A \$ 26.61 ₍₁₎	D	^
Common Stock	04/21/2010	^	P4	74 ⁽¹⁾ ₍₁₎	A \$ 32.0195	D	^
Common Stock	05/27/2010	^	P4	166	A \$ 28.04	D	^

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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. Amount or Number of Shares
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MILLER MALCOLM E SILGAN HOLDINGS INC. 4 LANDMARK SQUARE - SUITE 400 STAMFORD, CT 06901	Â	Â	Â Vice President and Treasurer	Â

Signatures

/s/ Malcolm E. Miller 02/14/2011

**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).
- (1) The amount of securities acquired and the price for each of the transactions that occurred on 1/22/2010 and 4/21/2010 have been adjusted to give effect to the Issuer's two-for-one stock split effected on May 3, 2010 in the form of a stock dividend. Without giving effect to such stock split, the reporting person acquired 84 shares of Common Stock of the Issuer on 1/22/2010 at a price of \$53.22 per share and 37 shares of Common Stock of the Issuer on 4/21/2010 at a price of \$64.039 per share.
- (2) The reporting person's purchase of 84 shares of Common Stock of the Issuer on 1/22/2010 at a price of \$53.22 per share (without giving effect to the stock split) is matchable under Section 16(b) of the Securities Exchange Act of 1934, as amended, with the reporting person's sale of 84 shares of Common Stock of the Issuer on 11/04/2009 at a price of \$55.3221 per share (without giving effect to the stock split). The reporting person has paid to the Issuer \$176.58 representing the full amount of profit realized in connection with the short-swing transaction in the respect of such 84 shares.
- (3)

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On May 3, 2010, a two-for-one stock split of the Common Stock of Silgan Holdings Inc. in the form of a stock dividend was effected, resulting in the reporting person's direct ownership of 6,426 additional shares of Common Stock of Silgan Holdings Inc. on such date. The amount of securities beneficially owned includes 6,800 restricted stock units granted under the Silgan Holdings Inc. 2004 Stock Incentive Plan, as amended, which upon vesting will be settled in shares of Common Stock of Silgan Holdings Inc. on a 1-for-1 basis.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.