

CROWN HOLDINGS INC

Form 4

February 28, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
VOSS WILLIAM H

(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)

02/24/2005

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)

President - Asia-Pacific Div.

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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)
Common				(A) or (D)	Price		
			Code	V	Amount		
Common	02/24/2005		M		5,000	A	\$ 4.25 43,133
Common	02/24/2005		S		5,000	D	\$ 15.5 38,133
Common	02/25/2005		M		10,000	A	\$ 4.25 48,133
Common	02/25/2005		M		9,900	A	\$ 4.25 58,033
Common	02/25/2005		M		100	A	\$ 4.25 58,133
Common	02/25/2005		S		10,000	D	\$ 15.65 48,133
Common	02/25/2005		S		9,900	D	38,233

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\$
15.75

\$ 15.79 38,133 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 or Number of Shares
Employee Stock Option (Right to Buy)	\$ 4.25	02/24/2005		M		5,000		11/04/2001 ⁽¹⁾	05/04/2011	Common	5,000
Employee Stock Option (Right to Buy)	\$ 4.25	02/25/2005		M		10,000		11/04/2001 ⁽²⁾	05/04/2011	Common	10,000
Employee Stock Option (Right to Buy)	\$ 4.25	02/25/2005		M		9,900		11/04/2001 ⁽³⁾	05/04/2011	Common	9,900
Employee Stock Option (Right to Buy)	\$ 4.25	02/25/2005		M		100		11/04/2001 ⁽⁴⁾	05/04/2011	Common	100

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VOSS WILLIAM H ONE CROWN WAY PHILADELPHIA, PA 19154			President - Asia-Pacific Div.	

Signatures

Rosemary M. Haselroth, by Power of Attorney	02/28/2005
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__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 option vested in four equal installments: 25% of the option exercisable after November 4, 2001 and the remaining options exercisable in increments of 25% every year thereafter beginning May 4, 2002.
- (2) The option vested in four equal installments: 25% of the option exercisable after November 4, 2001 and the remaining options exercisable in increments of 25% every year thereafter beginning May 4, 2002.
- (3) The option vested in four equal installments: 25% of the option exercisable after November 4, 2001 and the remaining options exercisable in increments of 25% every year thereafter beginning May 4, 2002.
- (4) The option vested in four equal installments: 25% of the option exercisable after November 4, 2001 and the remaining options exercisable in increments of 25% every year thereafter beginning May 4, 2002.

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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