

SILGAN HOLDINGS INC

Form 4

May 24, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
PAULSON GLENN A

(Last) (First) (Middle)

**C/O SILGAN CLOSURES
LLC, 1140 31ST STREET**

(Street)

DOWNERS GROVE, IL 60515

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

SILGAN HOLDINGS INC [SLGN]

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

05/20/2005

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

Vice President

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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock	05/20/2005		M	1,727	A \$ 22.125	2,227	D
Common Stock	05/20/2005		S	1,727	D \$ 55	500	D
Common Stock	05/23/2005		M	13,273	A \$ 22.125	13,773	D
Common Stock	05/23/2005		S	13,273	D \$ 55	500	D

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

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(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)	Amount or Number of Shares
Nonqualified options to purchase common stock	\$ 22.125	05/20/2005		M	1,727	<u>(1)</u> 02/13/2007	Common Stock	1,727
Nonqualified options to purchase common stock	\$ 22.125	05/23/2005		M	13,273	<u>(1)</u> 02/13/2007	Common Stock	13,273

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PAULSON GLENN A C/O SILGAN CLOSURES LLC 1140 31ST STREET DOWNERS GROVE, IL 60515			Vice President	

Signatures

Frank W. Hogan, III, Attorney-in-fact for Glenn A. Paulson

05/24/2005

 **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) These options were granted on 2/14/1997 and all were exercisable prior to the transactions reported on this Form 4.

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This amount consists of 15,000 options granted on 2/14/1997 (all of which are currently exercisable), 38,500 options granted on 2/4/2000 (2) (all of which are currently exercisable), 1,900 options granted on 5/3/2002 (1,140 of which are currently exercisable), and 10,000 options granted on 11/7/2003 (2,500 of which are currently exercisable).

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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