

SILGAN HOLDINGS INC

Form 4

April 27, 2006

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 *
HOGAN FRANK W III

(Last) (First) (Middle)

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

04/25/2006

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 _____ Other (specify
below) below)

SVP and General Counsel

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)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	04/25/2006		M		1,500	A	\$ 18.375	7,600	D
Common Stock	04/25/2006		S		1,500	D	\$ 39	6,100	D
Common Stock	04/25/2006		M		6,000	A	\$ 18.375	12,100	D
Common Stock	04/25/2006		M		2,717	A	\$ 14.4375	14,817	D
Common Stock	04/25/2006		S		8,717	D	\$ 39.0061	6,100	D

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Common Stock	04/26/2006	M	5,283	A	\$ 14.4375	11,383	D
Common Stock	04/26/2006	M	16,000	A	\$ 8.5	27,383	D
Common Stock	04/26/2006	M	20,760	A	\$ 7.045	48,143	D
Common Stock	04/26/2006	M	1,944	A	\$ 21.1075	50,087	D
Common Stock	04/26/2006	M	25,000	A	\$ 16.54	75,087	D
Common Stock	04/26/2006	S	68,987	D	\$ 39.035	6,100 ⁽¹⁾	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	\$ 18.375	04/25/2006		M	7,500	⁽²⁾ 06/29/2007	Common Stock	7,500
Nonqualified options to purchase Common Stock	\$ 14.4375	04/25/2006		M	2,717	⁽³⁾ 12/16/2007	Common Stock	2,717
Nonqualified options to purchase Common Stock	\$ 14.4375	04/26/2006		M	5,283	⁽³⁾ 12/16/2007	Common Stock	5,283

Stock

Nonqualified
options to
purchase
Common
Stock

\$ 8.5

04/26/2005

M

16,000

(4)

04/04/2009

Common
Stock

16,000

Nonqualified
options to
purchase
Common
Stock

\$ 7.045

04/26/2006

M

20,760

(5)

02/03/2010

Common
Stock

20,760

Nonqualified
options to
purchase
Common
Stock

\$ 21.1075

04/26/2006

M

1,944

(6)

05/02/2012

Common
Stock

1,944

Nonqualified
options to
purchase
Common
Stock

\$ 16.54

04/26/2006

M

25,000

(7)

11/06/2010

Common
Stock

25,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOGAN FRANK W III 4 LANDMARK SQUARE SUITE 400 STAMFORD, CT 06901			SVP and General Counsel	

Signatures

/s/ Frank W.
Hogan, III

04/27/2006

__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) This amount includes 4,100 restricted stock units granted on March 1, 2006 under the Silgan Holdings Inc. 2004 Stock Incentive Plan, as amended. These restricted stock units vest ratably over a five year period beginning March 1, 2007 and will be settled in shares of Common Stock on a 1 for 1 basis.

(2) These options were granted on 6/30/97 and vested ratably over a five year period beginning on 6/30/98. All of these options were exercisable prior to the transactions reported on this Form 4.

(3)

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These options were granted on 12/17/97 and vested ratably over a five year period beginning on 12/17/98. All of these options were exercisable prior to the transactions reported on this Form 4.

- (4) These options were granted on 4/5/99 and vested ratably over a five year period beginning on 4/5/00. All of these options were exercisable prior to the transactions reported on this Form 4.
- (5) These options were granted on 2/4/00 and vested ratably over a five year period beginning on 2/4/01. All of these options were exercisable prior to the transactions reported on this Form 4.
- (6) These options were granted on 5/3/02 and vest ratably over a five year period beginning on 5/3/03. 1,944 of these options were exercisable prior to the transactions reported on this Form 4.
- (7) These options were granted on 11/7/03 and vest ratably over a four year period beginning on 11/7/04. 25,000 of these options were exercisable prior to the transactions reported on this Form 4.
- (8) This amount includes 1,296 options granted on 5/3/02 (none of which are currently exercisable) and 25,000 options granted on 11/7/03 (none 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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