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DONAHUE	TIMOTHY J										
Form 4											
January 09,											
FORM	14 UNITED	STATES					IGE CO	OMMISSION	OMB AF OMB Number:	PROVAL 3235-0287	
Check th if no lon subject t Section Form 4 o Form 5 obligatio	ger o 16. or Filed pur ons Section 17(Washington, D.C. 20549 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								Expires:January 31, 2005Estimated average burden hours per response0.5	
may con <i>See</i> Instr 1(b).	linue.				t Company						
(Print or Type	Responses)										
1. Name and Address of Reporting Person <u>*</u> DONAHUE TIMOTHY J			2. Issuer Name and Ticker or Trading Symbol CROWN HOLDINGS INC [CCK]					5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (I	Middle)	3. Date of Earliest Transaction					(Check	eck all applicable)		
			(Month/Day/Year) 01/07/2019				· i	Director 10% Owner Officer (give title Other (specify below) President & CEO			
				If Amendment, Date Original iled(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
YARDLEY	Y, PA 19067						Ī	Person		porting	
(City)	(State)	(Zip)	Tab	le I - Non-I	Derivative S	ecurit	ies Acqu	ired, Disposed of,	or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deem Execution any (Month/D	Date, if	Code (Instr. 8)	onor Disposed (Instr. 3, 4 a	d of (D and 5) (A) or))	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				Code V	Amount	(D)	Price	1,423	I	401(k)	
Common	01/07/2019			А	133,376 (1)	А	\$0	621,433	D	. ,	
Common	01/08/2019			D	65,963	D	\$0	555,470	D		
Common	01/08/2019			F	3,317 <u>(2)</u>	D	\$ 45.45	552,153	D		

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

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number.

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. Transactic Code (Instr. 8)	5. 6. Date Exercisable and orNumber Expiration Date of (Month/Day/Year) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date	Amou Under Securi	le and unt of rlying rities : 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owna Follo Repo Trans (Instr
Repo	rting C	wners		Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owner Name / Address	Relationships							
L O	Director	10% Owner	Officer	Other				
DONAHUE TIMOTHY J 770 TOWNSHIP LINE ROAD YARDLEY, PA 19067			President & CEO					
Signatures								
Rosemary M. Haselroth, by Pov Attorney	ver of	0	1/09/2019					
**Signature of Reporting Person			Date					
Explanation of Res	spons	ses:						

- 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).

The Reporting Person was granted 133,376 shares of Restricted Common Stock under the 2013 Stock-Based Compensation Plan. 46,482 time-vested restricted shares vest over a three year period as follows: 15,494 time-vested restricted shares on January 7, 2020, 2021 and 2022, respectively. 40,412 performance-based restricted shares are targeted to vest on January 7, 2022 based on the Company's Total

- (1) Shareholder Return versus a defined peer group of companies, with the final number of performance-based vested shares varying from 0 to 200% of 40,412. 46,482 performance-based restricted shares are targeted to vest on January 7, 2022 based on the Return on Invested Capital achieved by the Company compared to the ROIC target, with the final number of performance-based vested shares varying from 0 to 200% of 46,482.
- (2) Represents shares transferred to the Company for tax withholding in connection with vesting of restricted stock.

Note: File three copies of this Form, one of which must be manually signed. If space 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.