Salaerts Jozef
Form 4
January 21, 2009

# 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

(Print or Type Responses)

| | | |
|---|---|---|
| 1. Name and Address of Reporting Person *<br>**Salaerts Jozef**<br><br>(Last)　(First)　(Middle)<br><br>**ONE CROWN WAY**<br><br>(Street)<br><br>**PHILADELPHIA, PA 19154**<br><br>(City)　(State)　(Zip) | 2. Issuer Name **and** Ticker or Trading Symbol<br>**CROWN HOLDINGS INC [CCK]**<br><br>3. Date of Earliest Transaction (Month/Day/Year)<br>**01/16/2009**<br><br>4. If Amendment, Date Original Filed(Month/Day/Year) | 5. Relationship of Reporting Person(s) to Issuer<br><br>(Check all applicable)<br><br>_____ Director　_____ 10% Owner<br>_____ Officer (give title _____ Other (specify below)　below)<br>President-Asia Pacific Div.<br><br>6. Individual or Joint/Group Filing(Check Applicable Line)<br>_X_ Form filed by One Reporting Person<br>___ 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 | 01/16/2009 | | A | | 20,404 (1) | A | $ 18.87 | 33,654 | D | |

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

### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(*e.g.*, puts, calls, warrants, options, convertible securities)

1

| 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. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |
| | | | | Code | V | (A) | (D) | | | | | | |

## Reporting Owners

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

## Signatures

| William T. Gallagher | 01/21/2009 |
|---|---|
| **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 Reporting Person was granted 20,404 shares of Restricted Common Stock under the 2006 Stock-Based Compensation Plan. 11,140 shares vest over a three year period as follows: 3,714 shares on January 16, 2010 and 3,713 shares on January 16, 2011 and 2012. The final 9,264 shares vest on January 16, 2012 based on the Company's Total Shareholder Return versus a defined peer group of companies, with the final number of performance based vested shares varying from 0 to 200% of 9,264.

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.