CROWN HOLDINGS INC

Form 4

February 10, 2011

FORM 4

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

OMB Number:

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3235-0287

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if no longer

Check this box

January 31, Expires: 2005

OMB APPROVAL

subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response...

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1 Name and Address of Departing De

URKIEL WILLIAM S			2. Issuer Name and Ticker or Trading Symbol						Issuer			
			CROWN HOLDINGS INC [CCK]					(Check all applicable)				
(Last)	(First)	(Middle)	3. Date of	Earliest	Tra	nsaction						
			(Month/Da	y/Year))				Director		Owner	
ONE CROWN WAY (Street)			02/10/2011						Officer (give below)	title Other below)	er (specify	
			4. If Amendment, Date Original						6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)						Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
PHILADEI	LPHIA, PA 19	154							Person	lore than One Re	porting	
(City)	(State)	(Zip)	Table	I - Non	-De	rivative	Secur	rities Acq	uired, Disposed of	f, or Beneficial	ly Owned	
1.Title of	2. Transaction	Date 2A. Dee	med	3.		4. Securi	ties A	cquired	5. Amount of	6. Ownership	7. Nature of	
Security (Month/Day/Year) Execution		on Date, if Transaction(A) or Disposed of (D)				ed of (D)	Securities	Form: Direct	Indirect			
(Instr. 3)		Code (Instr. 3, 4 and 5)				5)	Beneficially	(D) or	Beneficial			
		(Month/	Day/Year)	(Instr. 8	3)				Owned	Indirect (I)	Ownership	
									Following	(Instr. 4)	(Instr. 4)	
							(A)		Reported			
				Code	V	Amount	or	Price	Transaction(s) (Instr. 3 and 4)			
Common	02/10/2011			Α		687	Α	\$	23 630	D		

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

36.43

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

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1. Title of	2.	3. Transaction Date (Month/Day/Year)		4.	5.	6. Date Exercisabl		7. Title and	8. Price of	9. Nu Doris
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transacti Code (Instr. 8)	orNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			Amount of Underlying Securities (Instr. 3 and 4)	Security (Instr. 5)	Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	,	Date Exp Exercisable Date		Title Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

URKIEL WILLIAM S ONE CROWN WAY PHILADELPHIA, PA 19154

Signatures

William T. Gallagher, by Power of Attorney

02/10/2011

**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).

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.

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