

Snyder Thomas James
 Form 4
 May 21, 2009

FORM 4

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

OMB APPROVAL

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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 *
 Snyder Thomas James

2. Issuer Name and Ticker or Trading Symbol
 SILGAN HOLDINGS INC [SLGN]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 C/O SILGAN CONTAINERS
 LLC, 21800 OXNARD STREET,
 SUITE 600
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 05/19/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 President - Silgan Containers

WOODLAND HILLS, CA 91367

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 (Instr. 4)
				(A) or (D)	Price		
Common Stock	05/19/2009		M	A	\$ 16.03 25,955	D	
Common Stock	05/19/2009		S	D	\$ 45.8755 17,955 ⁽¹⁾	D	
Common Stock	05/19/2009		M	A	\$ 16.54 19,955	D	
Common Stock	05/19/2009		S	D	\$ 45.8755 17,955 ⁽²⁾ ₍₁₎	D	

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

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SEC 1474 (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 (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	\$ 16.03	05/19/2009		M	8,000	(3) 07/31/2012	Common Stock	8,000
Nonqualified options to purchase Common Stock	\$ 16.54	05/19/2009		M	2,000	(4) 11/06/2010	Common Stock	2,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Snyder Thomas James C/O SILGAN CONTAINERS LLC 21800 OXNARD STREET, SUITE 600 WOODLAND HILLS, CA 91367			President - Silgan Containers	

Signatures

/s/ Frank W. Hogan, III, Attorney-in-fact for Thomas J. Snyder 05/21/2009

__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 range of sale prices for 5/19/2009 was \$45.80 - \$45.94. The reporting person undertakes to provide, upon request of the SEC staff, the Issuer or any security holder of the Issuer, full information regarding the number of shares sold at each separate price.
- (2) This amount includes 16,600 restricted stock units that have not yet vested that have been granted under the Silgan Holdings Inc. 2004 Stock Incentive Plan, as amended. Upon vesting, these restricted stock units will be settled in shares of Common stock on a 1-for-1 basis.
- (3) These options were granted on August 1, 2002 and vested ratably over a five year period beginning on August 1, 2003. All of these options were exercisable prior to the transactions reported on this Form 4.
- (4) These options were granted on November 7, 2003 and vested ratably over a four year period beginning on November 7, 2004. All of these options were exercisable prior to the transactions reported on this Form 4.
- (5) This amount consists of 10,000 options granted on November 7, 2003 (all 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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