

SILGAN HOLDINGS INC
 Form 4
 April 27, 2006

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 *
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 below) ___ Other (specify 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	(D)	Price
Common Stock	04/25/2006		M		1,500	A	\$ 18.375 7,600
Common Stock	04/25/2006		S		1,500	D	\$ 39 6,100
Common Stock	04/25/2006		M		6,000	A	\$ 18.375 12,100
Common Stock	04/25/2006		M		2,717	A	\$ 14.4375 14,817
Common Stock	04/25/2006		S		8,717	D	\$ 39.0061 6,100

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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
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Nonqualified options to purchase Common Stock

\$ 7.045	04/26/2006	M	20,760	(5)	02/03/2010	Common Stock	20,760
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Nonqualified options to purchase Common Stock

\$ 21.1075	04/26/2006	M	1,944	(6)	05/02/2012	Common Stock	1,944
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Nonqualified options to purchase Common Stock

\$ 16.54	04/26/2006	M	25,000	(7)	11/06/2010	Common Stock	25,000
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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. 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.