DONAHUE TIMOTHY J

Form 4

January 05, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL OMB

3235-0287 Number:

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if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and A DONAHUE	•	_	2. Issuer Name and Ticker or Trading Symbol CROWN HOLDINGS INC [CCK]	5. Relationship of Reporting Person(s) to Issuer		
(Last) (First) (Middle)		(Middle)	3. Date of Earliest Transaction	(Check all applicable)		
ONE CROWN WAY			(Month/Day/Year) 01/03/2006	Director 10% Owner Officer (give title below)		
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person		
PHILADELPHIA, PA 19154				Form filed by More than One Reporting Person		
(City)	(State)	(Zip)				

(City)	(State)	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. Transactio Code (Instr. 8)	TransactiorDisposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)		
Common							1,459 (1)	I	401(k)	
Common	01/03/2006		M	100,000	A	\$ 5.3	122,989	D		
Common	01/03/2006		M	20,000	A	\$ 4.25	142,989	D		
Common	01/03/2006		S	100,000	D	\$ 19.8519	42,989	D		
Common	01/03/2006		S	20,000	D	\$ 19.8519	22,989	D		

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

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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)	orDeri Secu Acqı Disp	umber of vative urities uired (A) or oosed of (D) tr. 3, 4, and	e Expiration Date (Month/Day/Year) (A) or of (D)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amoun Numbe Shares
Employee Stock Option (Right to Buy)	\$ 5.3	01/03/2006		M		100,000	08/21/2002	02/21/2012	Common	100,0
Employee Stock Option (Right to Buy)	\$ 4.25	01/03/2006		M		20,000	11/04/2001	05/04/2011	Common	20,00

Reporting Owners

Reporting Owner Name / Address		Re	lationships	
	D:4	100/ 0	Occ.	041

Director 10% Owner Officer Other

DONAHUE TIMOTHY J ONE CROWN WAY PHILADELPHIA, PA 19154

Sr, Vice President

Signatures

Rosemary M. Haselroth, by Power of Attorney

01/05/2006

**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).
- Between January 1, 2005 and December 31, 2005, the reporting person's 401(k) Plan increased by 12 shares as a result of the change in (1) the market value of the common stock fund within Crown's sponsored 401(k) Plan. The information in this report is presented as of

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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