

VOSS WILLIAM H
Form 4
February 24, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
VOSS WILLIAM H

(Last) (First) (Middle)

ONE CROWN WAY

(Street)

PHILADELPHIA, PA 19154

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CROWN HOLDINGS INC [CCK]

3. Date of Earliest Transaction
(Month/Day/Year)
02/22/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
____ Officer (give title below) _____ Other (specify below)

President - Asia-Pacific Div.

6. Individual or Joint/Group Filing(Check Applicable Line)
 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)
Common				(A) or (D)	Price		
Common	02/22/2005		M	10,000	A \$ 4.25	48,133	D
Common	02/22/2005		S	10,000	D \$ 15.5	38,133	D
Common	02/23/2005		M	15,000	A \$ 4.25	53,133	D
Common	02/23/2005		S	10,900	D \$ 15.5	42,233	D
Common	02/23/2005		S	3,700	D \$ 15.52	38,533	D
Common	02/23/2005		S	400	D \$ 15.54	38,133	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 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 Security (Instr. 3 and 4)
Employee Stock Option (Right to Buy)	\$ 4.25	02/22/2005		M	10,000	11/04/2001 ⁽¹⁾ 05/04/2011	Common 10,000
Employee Stock Option (Right to Buy)	\$ 4.25	02/23/2005		M	15,000	11/04/2001 ⁽²⁾ 05/04/2011	Common 15,000

Reporting Owners

Reporting Owner Name / Address	Relationships		
	Director	10% Owner	Officer
VOSS WILLIAM H ONE CROWN WAY PHILADELPHIA, PA 19154			Other: President - Asia-Pacific Div.

Signatures

Rosemary M. Haselroth, by Power of Attorney _____ Date: 02/24/2005

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).

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- (1) The option vested in four equal installments: 25% of the option exercisable after November 4, 2001 and the remaining options exercisable in increments of 25% every year thereafter beginning May 4, 2002.
- (2) The option vested in four equal installments: 25% of the option exercisable after November 4, 2001 and the remaining options exercisable in increments of 25% every year thereafter beginning May 4, 2002.

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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