SEC Form 4

Instruction 1(b).

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

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STATEMENT	OF	CHANGES	IN	BENEFICIAL	OWNERSHIP
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol <u>CROWN HOLDINGS INC</u> [CCK]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last)	Last) (First) (Middle) 770 TOWNSHIP LINE ROAD		3. Date of Earliest Transaction (Month/Day/Year) 01/07/2022	- x	Director Officer (give title below) President - Americ	10% Owner Other (specify below) cas Division			
(Street) YARDLEY	РА	19067	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	vidual or Joint/Group Fili Form filed by One Re				
(City)	(State)	(Zip)			Form filed by More th Person	an One Reporting			
		Table I - Non-De	rivative Securities Acquired, Disposed of, or Ben	eficially	v Owned				

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Transaction Code (Instr.		4. Securities Disposed Of 5)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(1150.4)	
Common	01/07/2022		A		6, 771 ⁽¹⁾	Α	\$ <mark>0</mark>	94,521	D		
Common	01/07/2022		F		6,418 ⁽²⁾	D	\$109.54	88,103	D		
Common	01/10/2022		F		1,127(2)	D	\$108.85	86,976	D		

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction	3A. Deemed	4.		5. Nu	mber	6. Date Exerc		7. Titl			9. Number of	10.	11. Nature
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	Date (Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transa Code (8)		of Expiration Date Derivative (Month/Day/Year) Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)				Derivative Security (Instr. 5)	derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)		
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

1. Represents additional performance-based shares of Restricted Common Stock that vested on January 7, 2022 whose grant was originally reported on a Form 4 filed with the Securities and Exchange Commission on January 9, 2019 (the "Original Form 4"). As reported on the Original Form 4, such performance-based shares were originally granted to the Reporting Person based on the Company's Total Shareholder Return versus a defined group of companies with the final number of performance-based shares varying from 0 to 200% of 6,771.

2. Represents shares transferred to the Company for tax withholding in connection with vesting of restricted stock.

<u>/s/ Rosemary Haselroth, by</u> Power <u>of Attorney</u>

01/11/2022

** Signature of Reporting Person Date

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

* 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

<u>01/11</u>