

☐ 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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB Number: 3235-0287

Estimated average burden hours per response: 0.5

1. Name and Address of Reporting Person* <u>KELLY THOMAS A</u> (Last) (First) (Middle) <u>770 TOWNSHIP LINE ROAD</u> (Street) <u>YARDLEY PA 19067</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CROWN HOLDINGS INC [CCK]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner ☒ Officer (give title below) Other (specify below) <u>Senior Vice President & CFO</u>
3. Date of Earliest Transaction (Month/Day/Year) <u>01/08/2021</u>		6. Individual or Joint/Group Filing (Check Applicable Line) ☒ Form filed by One Reporting Person Form filed by More than One Reporting Person
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	(A) or (D)	Price			
Common								1,050	I	By 401(k) Plan
Common	01/08/2021		A		12,807 ⁽¹⁾	A	\$0	134,913	D	
Common	01/11/2021		A		6,440 ⁽²⁾	A	\$0	141,353	D	
Common	01/11/2021		F		6,331 ⁽³⁾	D	\$100.04	135,022	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date					
						(A) (D)			Title Amount or Number of Shares				

Explanation of Responses:

1. The Reporting Person was granted 12,807 shares of Restricted Common Stock under the 2013 Stock-Based Compensation Plan. 4,399 time-vested restricted shares vest over a three year period as follows: 1,467 time-vested restricted shares on January 10, 2022 and 1,466 time-vested restricted shares on January 09, 2023 and January 8, 2024, respectively. 4,009 performance-based restricted shares are targeted to vest on January 8, 2024 based on the Company's Total Shareholder Return versus a defined peer group of companies, with the final number of performance-based vested shares varying from 0 to 200% of 4,009. 4,399 performance-based restricted shares are targeted to vest on January 8, 2024 based on the Return on Invested Capital achieved by the Company compared to the ROIC target, with the final number of performance-based vested shares varying from 0 to 200% of 4,399.
2. Represents additional performance-based shares of Restricted Common Stock that vested on January 11, 2021 whose grant was originally reported on a Form 4 filed with the U.S. Securities and Exchange Commission on January 8, 2018 (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 vested shares varying from 0 to 200% of 6,440.
3. Represents shares transferred to the Company for tax withholding in connection with vesting of restricted stock.

Rosemary M. Haselroth, by
Power of Attorney

01/12/2021

** 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.