

☐ 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

1. Name and Address of Reporting Person* <u>Gifford Gerard H</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> 3. Date of Earliest Transaction (Month/Day/Year) <u>01/04/2023</u> 4. If Amendment, Date of 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) <u>EVP & COO</u> 6. Individual or Joint/Group Filing (Check Applicable Line) ☒ Form filed by One Reporting Person Form filed by More than One Reporting Person
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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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common	01/04/2023		A		35,726 ⁽¹⁾	A	\$0	145,633	D	
Common	01/05/2023		F		899 ⁽²⁾	D	\$83.27	144,734	D	
Common								5,510 ⁽³⁾	I	By 401(k)Plan

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)
						Date Exercisable	Expiration Date					
Code	V	(A)	(D)					Title	Amount or Number of Shares			

Explanation of Responses:

1. The Reporting Person was granted 35,726 shares of Restricted Common Stock under the 2022 Stock-Based Compensation Plan. 12,417 time-vested restricted shares vest over a three year period as follows: 4,139 time-vested restricted shares on January 4, 2024, January 6, 2025 and January 5, 2026, respectively. 10,783 performance-based restricted shares are targeted to vest on January 5, 2026 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 10,783. 12,526 performance-based restricted shares are targeted to vest on January 5, 2026 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 12,526.

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

3. At December 31, 2022, the Reporting Person owned 5,510 shares of CCK Common Stock under the CCK 401(k) Plan.

/s/ Rosemary Haselroth, by
Power of Attorney
01/06/2023
** 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.