1. Name and Address of Reporting Person

KELLY THOMAS A

770 TOWNSHIP LINE ROAD

YARDLEY PA 19067

2. Issuer Name and Ticker or Trading Symbol

CROWN HOLDINGS INC [ CCK ]

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

02/28/2020

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

X

5. Relationship of Reporting Person(s) to Issuer

Director

X

Senior Vice President & CFO

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

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. Transaction Date (Month/Day/Year)</th>
<th>2A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>3. Transaction Code (Instr. 8)</th>
<th>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common</td>
<td>02/28/2020</td>
<td>A</td>
<td></td>
<td>2,974(1)</td>
<td>A</td>
<td>1,050(1)</td>
<td>I</td>
<td>By 401(k) Plan</td>
</tr>
<tr>
<td>Common</td>
<td>02/28/2020</td>
<td>F</td>
<td></td>
<td>8,995(1)</td>
<td>D</td>
<td>$70.5</td>
<td>D</td>
<td></td>
</tr>
</tbody>
</table>

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (Month/Day/Year)</th>
<th>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>6. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Code V (A) (D) Date Exercisable Expiration Date Title Amount or Number of Shares</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Explanation of Responses:

1. At February 28, 2020, the Reporting Person owned 1,050 shares of CCK Common Stock under the CCK 401(k) Plan.

2. Represents the difference between 16,960 performance-based shares of Restricted Common Stock that vested on February 28, 2020 and 13,986 performance-based shares of Restricted Common Stock whose grant was originally reported on a Form 4 filed with the U.S. Securities and Exchange Commission on March 2, 2017 (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 7,182 and on the Return on Invested Capital achieved by the Company compared to the ROIC target varying from 0 to 200% of 6,804.

3. Represents shares transferred to the Company for tax withholding in connection with vesting of both time-based and performance-based restricted stock.

Rosemary M. Haselroth, by
Power of Attorney 03/03/2020
** 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).


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.