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

FORM 4

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

NOVAES DIALMA JR
(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)

02/28/2020

5. Relationship of Reporting Person(s) to Issuer

Director 10% Owner
President - Americas Division

6. Individual or Joint/Group Filing (Check Applicable Line)

X 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>3. Transaction Code (Instr. 8)</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>2,581(1)</td>
<td>0</td>
<td>$0</td>
<td>D</td>
</tr>
<tr>
<td>Common</td>
<td>02/28/2020</td>
<td>F</td>
<td>7,256(2)</td>
<td>$70.5</td>
<td>71,484</td>
<td>D</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>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. 4 and 5)</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>
</table>

Explanations of Responses:

1. Represents the difference between 14,718 performance-based shares of Restricted Common Stock that vested on February 28, 2020 and 12,137 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 6,233 and on the Return on Invested Capital achieved by the Company compared to the ROIC target varying from 0 to 200% of 5,904.

2. 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

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.