| SEC Form 4 | |
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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

| Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b) |
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| Instruction 1(b). |
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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

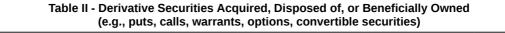
| OMB APPROVAL | | | | | | | | | |
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| OMB Number: | 3235-0287 | | | | | | | | |
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| nours per response: | 0.5 |
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| | | | 2. Issuer Name and Ticker or Trading Symbol <u>SEALED AIR CORP/DE</u> [SEE] | | tionship of Reporting Person(s) to Issuer (all applicable) Director 10% Owner | | |
|---------------------------------------|--|----------------|--|------------------------|---|-----------------------|--|
| | (First) (Middle) ED AIR CORPORATION RFRONT BOULEVARD | | 3. Date of Earliest Transaction (Month/Day/Year) 05/19/2010 | | Officer (give title below) | Other (specify below) | |
| (Street) ELMWOOD PARK (City) | NJ (State) | 07407 (Zip) | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Indiv Line) X | ridual or Joint/Group Fili Form filed by One Re Form filed by More th Person | porting Person | |

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) | | | | | | 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 Stock | | | | | | | | 14,000 | D | |



| 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. Transa Code (8) | | of | | 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 | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Stock Units | (1) | 05/19/2010 | | A | | 4,572 | | (2) | (2) | Common Stock | 4,572 | (3)(4) | 28,211 | D | |

Explanation of Responses:

1. 1-for-1

2. The units are to be settled in shares of Common Stock (with certain exceptions specified in the Coporation's Deferred Compensation Plan for Directors) following the reporting person's retirement from the Board of Directors.

3. Award made under 2002 Stock Plan for Non-Employee Directors of Sealed Air Corporation. The Reporting Person has elected to defer receipt of the retainer payable in shares of common stock of Sealed Air Corporation ("Common Stock") under Sealed Air Corporation's Deferred Compensation Plan for Directors.

4. The Reporting Person has also elected to defer receipt of the portion of the retainer that would otherwise be payable in cash. The number of stock units for the portion of the retainer that would otherwise be payable in cash is based on a Common Stock closing price of \$21.72 per share on the date of the Annual Meeting of Stockholders.

<u>William J. Marino</u> 05/20/2010

** 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.