

SEALED AIR CORPORATION

6,160,708 SHARES OF COMMON STOCK

This prospectus supplement relates to the offer and sale from time to time of up to 6,160,708 shares of common stock, \$0.10 par value per share, of Sealed Air Corporation, a Delaware corporation, by the selling stockholders named in the prospectus dated January 23, 2004, as supplemented, and in this prospectus supplement. This prospectus supplement may only be delivered or used in connection with our prospectus dated January 23, 2004. Our common stock is traded on the New York Stock Exchange under the symbol "SEE."

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

PROSPECTUS SUPPLEMENT DATED JANUARY 27, 2005

The information appearing in the following table supplements or supersedes in part the information in the table under the caption "Selling Stockholders," beginning on page 9 in our prospectus and was provided by or on behalf of the selling stockholders.

NAME ----	COMMON STOCK BENEFICIALLY OWNED AS OF JANUARY 26, 2005 (1) -----	COMMON STOCK OFFERED IN THIS PROSPECTUS (1) -----	COMMON STOCK TO BE BENEFICIALLY OWNED AFTER THIS OFFERING (1) -----	PERCENTAGE OF ALL COMMON STOCK (2) -----
Acacia Life Insurance Company	5,571	5,571	--	--
ACIG Insurance Company (3)	5,857	5,857	--	--
Advantage Convertible Securities Fund (3)	6,428	6,428	--	--
Alcon (401)K Retirement Plan (3)	21,428	21,428	--	--
American Community Mutual Insurance Company	2,428	2,428	--	--
American Fidelity Assurance Company	12,142	12,142	--	--
American Founders Life Insurance Company (3)	8,571	8,571	--	--
Amerisure Mutual Insurance Company (3)	25,642	25,642	--	--
BCS Life Insurance Company (3)	8,857	8,857	--	--
BTOP Multi-Strategy Master Portfolio Ltd.	107,142	107,142	--	--
California State Auto Association (3)	56,428	56,428	--	--
Catholic Family Life Insurance Company	6,857	6,857	--	--
Catholic Mutual Relief Society of America	5,714	5,714	--	--
Catholic Relief Insurance Company of America (3)	11,428	11,428	--	--
Century National Insurance Company Investment Grade (3)	23,571	23,571	--	--
Chrysler Insurance Company	22,857	22,857	--	--
CSA Fraternal Life Ins. Co.	714	714	--	--
Cumberland Insurance Company	1,428	1,428	--	--
Cumberland Mutual Fire Ins. Co.	11,428	11,428	--	--
Employees Retirement of N.O. Sewerage & Water Board (3)	10,714	10,714	--	--
Federated Rural Electric Insurance Exchange (3)	8,571	8,571	--	--
Founders Insurance Company (3)	1,528	1,528	--	--
Grange Mutual Casualty Insurance Company	5,428	5,428	--	--
Growing Oak, L.P.	4,999	4,999	--	--
Indiana Lumbermens Mutual Insurance Company (3)	8,571	8,571	--	--
Inner Harbor Corporation (3)	7,142	7,142	--	--
Institutional Benchmarks Master Fund Ltd. (3)	35,714	35,714	--	--
Integrity Mutual Insurance Company	2,714	2,714	--	--
Koch Industries Inc. Master Pension Trust (3)	7,428	7,428	--	--
Loyal Christian Benefit Association	3,571	3,571	--	--
Medico Life Insurance Company	12,142	12,142	--	--
Medmarc Insurance Company (3)	8,999	8,999	--	--
MFS Total Return Fund A Series of Series Trust V	49,999	49,999	--	--
Mutual Protective Insurance Company (3)	13,571	13,571	--	--
NCMIC	7,857	7,857	--	--
New Era Life Insurance Company	4,999	4,999	--	--
Pennington Biomedical Research Foundation (3)	1,142	1,142	--	--
Physicians Life Insurance Company	20,714	20,714	--	--
Physicians Mutual Insurance Company	5,714	5,714	--	--

Premiera Blue Cross	51,428	51,428	--	--
San Francisco Employee's Retirement System (3)	36,428	36,428	--	--
Scor Life Re	10,428	10,428	--	--
Stonebridge Life Insurance	7,142	7,142	--	--
The Doctors Company (3)	14,285	14,285	--	--
Transamerica Insurance Co. of Iowa	7,142	7,142	--	--
Transamerica Life Insurance and Annuities Corp.	107,142	107,142	--	--
United National Insurance Company (3)	13,571	13,571	--	--
Vanguard Convertible Securities Fund, Inc. (4)	226,428	226,428	--	--
Virginia Retirement System	29,999	29,999	--	--
World Insurance	4,285	4,285	--	--
Zazove Hedged Convertible Fund L.P. (3).	64,285	64,285	--	--
Zazove Income Fund L.P. (3)	21,428	21,428	--	--
TOTAL (5)	6,160,708	6,160,708	--	--

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1. For each selling stockholder, this number represents the number of shares of common stock that would be beneficially owned by such selling stockholder after the conversion of the Notes beneficially owned by such selling stockholder as of January 26, 2005, assumes that the selling stockholders will sell all shares of common stock offered by them under this prospectus, and further assumes that all of the Notes have been converted.
 2. For each selling stockholder, this number represents the percentage of common stock that would be owned by such selling stockholder after completion of the offering, based on the number of shares of common stock outstanding as of January 26, 2005 and assuming all the Notes beneficially owned by such selling stockholder as of January 26, 2005, have been converted.
 3. We have been advised that Mr. Gene T. Pretti may be deemed the beneficial owner of these shares by virtue of his voting control of Zazove Associates, LLC, which has voting control and investment discretion with respect to these shares.
 4. We have been advised that Mr. Lawrence Keele may be deemed the beneficial owner of these shares by virtue of his voting control of Oaktree Capital Management, LLC, which has voting control and investment discretion with respect to these shares.
 5. Assumes conversion of 100% of the outstanding Notes (without giving effect to any capital adjustments). We note that the aggregate number of shares of common stock requested to be registered by the selling stockholders is greater than the total number of shares initially issuable upon conversion of 100% of the outstanding Notes. This may be due in part to sales or other transfers of Notes among the selling stockholders in which the person acquiring the Notes submits a request to register shares of common stock which were previously registered by the person who sold the Notes.