

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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>Sagnak Yagmur</u>			2. Issuer Name and Ticker or Trading Symbol <u>SEALED AIR CORP/DE [SEE]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ <p style="text-align: center;">Vice President</p>		
(Last) _____ (First) _____ (Middle) _____ <u>C/O SEALED AIR CORPORATION</u> <u>200 RIVERFRONT BOULEVARD</u>			3. Date of Earliest Transaction (Month/Day/Year) <u>08/07/2013</u>					
(Street) <u>ELMWOOD PARK NJ 07407</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(City) _____ (State) _____ (Zip) _____								

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	08/07/2013		M		50,236	A	\$6.82	113,817	D	
Common Stock	08/07/2013		M		123,797	A	\$6.82	237,614	D	
Common Stock	08/07/2013		M		41,266	A	\$8.59	278,880	D	
Common Stock	08/07/2013		D		215,299	D	\$30.05	63,581	D	

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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Appreciation Rights	\$6.82	08/07/2013		M			50,236	(1)	01/11/2020	Common Stock	50,236	\$0	69,289	D	
Stock Appreciation Rights	\$6.82	08/07/2013		M			123,797	(2)	02/23/2020	Common Stock	123,797	\$0	61,898	D	
Stock Appreciation Rights	\$8.59	08/07/2013		M			41,266	(3)	12/01/2020	Common Stock	41,266	\$0	41,265	D	

Explanation of Responses:

- 62,361 of the Stock Appreciation Rights (SARs) vest as follows: 25% vested on 3/17/2012; 25% vested on 3/17/2013; 25% will vest on 3/17/2014; and 25% will vest on 3/17/2015. 57,164 of the SARs vest as follows: 33-1/3% vested on 1/6/2013; 33-1/3% will vest on 1/6/2014; 33-1/3% will vest on 1/6/2015.
- These SARs vest as follows: 25% vested on 2/23/2011 and cancelled in exchange for the merger consideration value minus the exercise price at closing and the remaining nonvested options convert to SARs and vest in equal installments on 2/23/2012, 2/23/2013 and 2/23/2014.
- These SARs vest as follows: 25% vested on 12/1/2011; 25% vested on 12/1/2012; 25% vest on 12/1/2013 and 25% will vest on 12/1/2014.

Guy Chayoun, attorney-in-fact for Yagmur Sagnak

08/19/2013

** 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.

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of H. Katherine White, Guy Chayoun and Barbara A. Pieczonka, signing singly, the undersigned's true and lawful attorney-in-fact to:

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Sealed Air Corporation, a Delaware corporation (the "Company"), Forms 3, 4 and 5, or any amendment thereof, in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5, or any amendment thereof, and timely file the same with the United States Securities and Exchange Commission, the New York Stock Exchange and any other stock exchange or similar authority with which the same are required to be filed; and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5, or any amendment thereof, with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 15th day of December, 2011.