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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**Post-Effective Amendment No. 1**

to

**FORM S-8**

**REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

**SEALED AIR CORPORATION**

(Exact name of Registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of incorporation  
or organization)

**65-0654331**  
(I.R.S. Employer Identification No.)

**Park 80 East, Saddle Brook, New Jersey**  
(Address of Principal Executive Offices)

**07663-5291**  
(Zip Code)

**CONTINGENT STOCK PLAN OF SEALED AIR CORPORATION**

(Full title of the Plan)

**H. KATHERINE WHITE, ESQ.**  
**Vice President, General Counsel and Secretary**

**Sealed Air Corporation**  
**Park 80 East**  
**Saddle Brook, New Jersey 07663-5291**  
(Name and address of agent for service)

**(201) 791-7600**  
(Telephone number, including area code, of agent for service)

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Sealed Air Corporation (the "Registrant") registered 2,049,550 shares of its common stock, par value \$0.10 per share ("Common Stock"), for issuance pursuant to the Contingent Stock Plan of Sealed Air Corporation that was approved by the Registrant's stockholders in 1998 (the "1998 Contingent Stock Plan"). The 1998 Contingent Stock Plan has been replaced by the 2005 Contingent Stock Plan of Sealed Air Corporation that was approved by the Registrant's stockholders at the 2005 annual meeting.

The offering of the Common Stock pursuant to the 1998 Contingent Stock Plan has terminated. Accordingly, the Registrant hereby removes from registration all such Common Stock not sold pursuant to the 1998 Contingent Stock Plan.

2

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SIGNATURES

The Registrant. Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this Post-Effective Amendment No. 1 to Form S-8 registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Township of Saddle Brook, State of New Jersey, on September 2, 2005.

SEALED AIR CORPORATION  
(Registrant)

By: /s/ William V. Hickey  
Name: William V. Hickey  
Title: President and  
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to Form S-8 registration statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
By: <u>/s/ William V. Hickey</u> Name: William V. Hickey	President, Chief Executive Officer and Director (Principal Executive Officer)	September 2, 2005
By: <u>/s/ David H. Kelsey</u> Name: David H. Kelsey	Senior Vice President and Chief Financial Officer (Principal Financial Officer)	September 2, 2005
By: <u>/s/ Jeffrey S. Warren</u> Name: Jeffrey S. Warren	Controller (Principal Accounting Officer)	September 2, 2005
By: <u>/s/ Hank Brown*</u> Name: Hank Brown	Director	September 2, 2005

3

By: _____ Name: Michael Chu	Director	
By: <u>/s/ Lawrence R. Codey*</u> Name: Lawrence R. Codey	Director	September 2, 2005
By: <u>/s/ T.J. Dermot Dunphy*</u> Name: T.J. Dermot Dunphy	Director	September 2, 2005
By: <u>/s/ Charles F. Farrell, Jr.*</u> Name: Charles F. Farrell, Jr.	Director	September 2, 2005
By: _____ Name: Jacqueline B. Kosecoff	Director	
By: _____ Name: Kenneth P. Manning	Director	
By: _____ Name: William J. Marino	Director	

\* By: /s/ H. Katherine White  
H. Katherine White  
Attorney-in-Fact

4