

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Peribere Jerome A</u>  (Last) (First) (Middle) <u>C/O SEALED AIR CORPORATION</u> <u>2415 CASCADE POINTE BOULEVARD</u>  (Street) <u>CHARLOTTE NC 28208</u>  (City) (State) (Zip)	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)  <input checked="" type="checkbox"/> Director 10% Owner  <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>President and CEO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/22/2017</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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	03/22/2017		G	V	403,585	D	\$0	199,000	D	
Common Stock	03/22/2017		G	V	403,585	A	\$0	517,333	I	By Revocable Trust <sup>(1)</sup>
Common Stock	03/23/2017		G	V	26,150	D	\$0	172,850	D	
Common Stock	03/23/2017		G	V	26,150	A	\$0	543,483	I	By Revocable Trust <sup>(1)</sup>
Common Stock	03/27/2017		G	V	471,612	D	\$0	71,871	I	By Revocable Trust <sup>(1)</sup>
Common Stock	03/27/2017		G	V	471,612	A	\$0	739,637	I	By GRAT <sup>(2)</sup>
Common Stock	04/18/2017		G	V	46,269	D	\$0	693,368	I	By GRAT <sup>(2)</sup>
Common Stock	04/18/2017		G	V	46,269	A	\$0	118,140	I	By Revocable Trust <sup>(1)</sup>
Common Stock	04/19/2017		G	V	50,292	D	\$0	643,076	I	By GRAT <sup>(2)</sup>
Common Stock	04/19/2017		G	V	50,292	A	\$0	168,432	I	By Revocable Trust <sup>(1)</sup>
Common Stock	05/11/2017		P		3,460	A	\$43.25 <sup>(3)</sup>	646,536	I	By GRAT <sup>(2)</sup>
Common Stock	05/12/2017		P		3,500	A	\$42.69 <sup>(4)</sup>	650,036	I	By GRAT <sup>(2)</sup>
Common Stock								2,370	I	Profit-Sharing Plan

**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)
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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative (Instr. 3)	2. Conversion Date (Instr. 3)	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	V	(A)	(D)	Date Exercisable	Expiration Date	Title of Reporting Person	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 Ownership (Instr. 4)
<p>1. Held by revocable trusts for the benefit of Mr. Peribere and his five children.</p> <p>2. Held by grantor annuity trusts for the benefit of Mr. Peribere and his five children.</p> <p>3. The price reported in column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$43.19 to \$43.30, inclusive. The reporting person undertakes to provide to Sealed Air Corporation, any security holder of Sealed Air Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the range set forth in this footnote.</p> <p>4. The price reported in column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$42.65 to \$42.71, inclusive. The reporting person undertakes to provide to Sealed Air Corporation, any security holder of Sealed Air Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the range set forth in this footnote.</p>														
										Jerome A. Peribere		05/15/2017		

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.**