FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL									
OMB Number:	3235-0287								
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0.5

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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*  WARREN JEFFREY S					2. Issuer Name and Ticker or Trading Symbol SEALED AIR CORP/DE [ SEE ]									theck all ap Dire		100	o Issuer % Owner ner (specify	
(Last) (First) (Middle) C/O SEALED AIR CORPORATION					3. Date of Earliest Transaction (Month/Day/Year) 03/13/2011									X belo	w) ``		ow)	
200 RIVI	ERFRONT	BOULEVARD																
(Street) ELMWOOD NJ 07407 PARK					4. If Amendment, Date of Original Filed (Month/Day/Year)								ne) X Forr Forr	· ·				
(City)	(51		Zip)		<u></u>									<u>.</u>	" 0			
			e I - Non			_				Disj								
1. Title of Security (Instr. 3)  2. Transa Date (Month/D.				Day/Year)		2A. Deemed Execution Date, if any (Month/Day/Year)		Trans: Code	Transaction Code (Instr.					nd Secur Benef	icially d Following	6. Ownershi Form: Direct (D) or Indire (I) (Instr. 4)	of Indirect	
								Code	v	Amount		(A) or (D)	Price	Trans	action(s) 3 and 4)		(1130.4)	
Common Stock 03/13/					/2011			A		869		A	(1	1	30,189	D		
Common Stock																550 <sup>(2)</sup>	I	By Profit Sharing Plan
		Та	ble II - D						,		sed of, onvertib				y Owned			
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deeme Execution if any (Month/Da	Date,	Code (Instr.		n of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date E Expiration (Month/D	7. Title and Amount of Securities Underlying Derivative Security (Instr. and 4)		unt	8. Price of Derivative Security (Instr. 5)	ative derivative rity Securities	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership ct (Instr. 4)		

## Explanation of Responses:

- 1. Award made under the Stock Leverage Opportunity feature of the Sealed Air Corporation Annual Incentive Plan.
- 2. Reflects unit/share adjustments to the reporting person's holdings under the Sealed Air Corporation Profit-Sharing Plan, a tax conditioned plan.

<u>Jeffrey S. Warren</u> <u>03/14/2011</u>

\*\* 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.