FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT	OF CHANGES	IN BENEFICIAL	OWNERSHIP

OMB APPROVAL OMB Number: Estimated average burden hours per response: 0.5

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* ONEILL CAROL (Last) (First) (Middle) CONEILL CAROL					Issuer Name and Ticker or Trading Symbol SEALED AIR CORP/DE [SEE] 3. Date of Earliest Transaction (Month/Day/Year) 10/23/2006								5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) Vice President					wner (specify	
200 RIVERFRONT BOULEVARD				10/	10/23/2000														
				4. If	4. If Amendment, Date of Original Filed (Month/Day/Year)								Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person						
	Tabl	e I - Nor	n-Deriv	ative	Se	curitie	s Acc	uired,	Dis	posed o	f, or	Ben	efici	ally O	wne	ed			
Date			Exe Day/Year) if ar		Execution Date, if any		Transaction Disposed Code (Instr. 5)					4 and Secu Bene Own		ties cially I Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)		
								Code	v	Amount			Price	_ т	ransa	ction(s)			(1130.4)
Common Stock			10/23	10/23/2006						1,314		D	\$55	.96	2,686			D	
Stock															į	561 ⁽¹⁾		I	By Profit Sharing Plan
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																			
2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	Execution if any	Date,	Code (n of Deriv Secu Acqu (A) o Dispo of (D	ative rities ired osed . 3, 4	Expiratio	on Date	e ar)	Amor Secu Unde Deriv Secu	unt of rities rrlying rative rity (In I)	ount	Deriva Securi	tive ty	derivative Securities Beneficially Owned Following Reported	F C	Ownership Form: Direct (D) or Indirect	11. Nature of Indirect Beneficial Ownership (Instr. 4)
	(Fir LED AIR CORFRONT OD NJ (Statement of the Conversion of Exercise Price of Derivative	(First) (CAROL (First) (CAROL (First) (CAROL (First) (CARON (First) (CARON (First) (CARON (First) (CARON (State) (CARON (CARON (State) (CARON (CARON (State) (CARON (CARON (State) (CARON (CARON	(First) (Middle) LED AIR CORPORATION RFRONT BOULEVARD OD NJ 07407 (State) (Zip) Table I - Norecurity (Instr. 3) Stock Table II - E (Conversion or Exercise Price of Derivative (Month/Day/Year) (Month/Day/Year)	(First) (Middle) LED AIR CORPORATION RFRONT BOULEVARD OD NJ 07407 (State) (Zip) Table I - Non-Deriv Curity (Instr. 3) 2. Transabate (Month/Itst) Stock 10/23 Conversion or Exercise Price of Derivative (Month/Day/Year) Conversion of Exercise (Month/Day/Year) Stock 3. Transaction Date (Month/Day/Year) Stock 10/23	(First) (Middle) LED AIR CORPORATION RFRONT BOULEVARD Table I - Non-Derivative Curity (Instr. 3) Table II - Derivative S (e.g., puts, c) Conversion or Exercise Price of Derivative (Month/Day/Year) 2. Transaction Date (Month/Day/Year) Stock Table II - Derivative S (e.g., puts, c) Execution Date, if any (Month/Day/Year) (Month/Day/Year) A. Deemed Execution Date, if any (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Month/Day/Year) Execution Date, if any (Month/Day/Year)	(First) (Middle) LED AIR CORPORATION RFRONT BOULEVARD Table I - Non-Derivative Security (Instr. 3) Table II - Derivative Security Table II - Derivative Security 2. Transaction Date (Month/Day/Year) Table II - Derivative Security A. If Am 2. Transaction Date (Month/Day/Year) A. Deemed Execution Date, if any (Month/Day/Year) A. Deemed Execution Date, if any (Month/Day/Year) A. Transaction Code (Instr. 8) A. Deemed Execution Date, if any (Month/Day/Year) A. Transaction Code (Instr. 8)	(First) (Middle) LED AIR CORPORATION RFRONT BOULEVARD Table I - Non-Derivative Securities (Month/Day/Year) Table II - Derivative Securities (e.g., puts, calls, warr (Month/Day/Year) Table II - Derivative Securities (e.g., puts, calls, warr (Month/Day/Year) Table II - Derivative Securities (e.g., puts, calls, warr (Month/Day/Year) Table II - Derivative Securities (e.g., puts, calls, warr (Month/Day/Year) Table II - Derivative Securities (e.g., puts, calls, warr (Month/Day/Year) Table II - Derivative Securities (e.g., puts, calls, warr (A) o Disportivative Security	(First) (Middle) (First) (Mid	CAROL SEALED AIR CORP/I	(First) (Middle) JED AIR CORPORATION REFRONT BOULEVARD Table I - Non-Derivative Securities Acquired, Disterior (Month/Day/Year) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disterior (Month/Day/Year) (Month/Day/Year) (Stock Table II - Derivative Securities Acquired, Disterior (Month/Day/Year) (Groversion or Exercise Price of Derivative Security (Month/Day/Year) (Month/Day/Year)	CAROL	CAROL SEALED AIR CORP/DE SEE	SEALED AIR CORP/DE [SEE] SEALED AIR CORP/DE [SEE] 3. Date of Earliest Transaction (Month/Day/Year) 10/23/2006 4. If Amendment, Date of Original Filed (Month/Day/Year) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficular (Month/Day/Year) (Month/Day/Year) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of (D) (Instr. S) 2. Transaction [2 A. Deemed Execution Date, if any (Month/Day/Year) (Month/Day/Year) (Stock 10/23/2006 F I 1,314 D Table II - Derivative Securities Acquired, Disposed of, or Benefice of Date (e.g., puts, calls, warrants, options, convertible securities Acquired (Month/Day/Year) 3. Transaction [2 A. Deemed Execution Date, if any (Month/Day/Year) (Month/Day/Year) 3. Transaction [2 A. Deemed Execution Securities Acquired Date (e.g., puts, calls, warrants, options, convertible securities Acquired Date (e.g., puts, calls, warrants, options, convertible Securities Acquired Date (Month/Day/Year) (Month/Day/Year) 3. Transaction [3 A. Deemed Execution Date, if any (Month/Day/Year) (Month/Day/Year) 4. If Amendment, Date of Original Filed (Month/Day/Year) 3. Transaction [2 A. Deemed Execution Date, if any (Month/Day/Year)] 5. In the conversion of the conve	SEALED AIR CORP/DE [SEE] (First) (Middle) LED AIR CORPORATION RFRONT BOULEVARD A. 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Date of Earliest Transaction (Month/Day/Year) (Month/Day/Year) A. If Amendment, Date of Original Filed (Month/Day/Year) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Execution Date, (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) A. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Following Reported (e.g., puts, calls, warrants, options, convertible Securities) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible Securities) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible Securities) A. Transaction Date (Month/Day/Year) (

Explanation of Responses:

 $1. \ Reflects units/share adjustments to the reporting person's holdings under the Sealed Air Corporation Profit-Sharing Plan, a tax conditioned plan. \\$

Carol L. O'Neill

10/23/2006

** 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.