| SEC Form 4 | |
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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

| | | | wasningt | on, D.C | . 2054 | 9 | | | | OMB / | APPRO | VAL | | |
|--|-------------------------------|-----------------------------|---|------------------------------|-----------|------------|--|-------------------|---|-----------------|---|--|--|--|
| Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP 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 Number: 3235-0287 Estimated average burden hours per response: 0.5 | | |
| 1. Name and Address of Reporting Person* PESCI ROBERT A | 2. Issue | er Name and Ticker | r or Trac | ling S | ymbol | | 5. Relationship of Reporting Person(s) to Issu (Check all applicable) | | | | | | | |
| (Last) (First) (Middle) C/O SEALED AIR CORPORATION | 3. Date 12/18/ | of Earliest Transac 2003 | ction (Mo | onth/D | Day/Year) | _ x | Director 10% Own X Officer (give title below) Other (sp below) Senior Vice President Senior Vice President | | | | | | | |
| PARK 80 EAST (Street) SADDLE NJ 07663 | | | | | | | | | 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | | |
| (City) (State) (Zip) | | | | | | | | | | | | | | |
| Table I - No | n-Deriva | ative S | ecurities Acqu | uired, | Disp | osed of, o | r Bene | eficially | Owned | | | | | |
| 1. Title of Security (Instr. 3) | 2. Transa Date (Month/D | | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transa Code (8) | | | | | 5. Amount of Securities Beneficially Owned Follow | Form: (D) or | 6. Ownership Form: Direct D) or Indirect I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership | | |
| | | | | Code | v | Amount | (A) or (D) | Price | Reported Transaction(s) (Instr. 3 and 4) | | | (Instr. 4) | | |
| Common Stock | 12/18/ | /2003 | | G | v | 10,500(1) | D | \$ <mark>0</mark> | 47,150 | | D | | | |
| Common Stock | 12/18/ | /2003 | | G | v | 10,500 | Α | \$ <mark>0</mark> | 10,500(1 | .) | Ι | By Wife | | |
| Common Stock | | | | | | | | | 26,193 | | I | By Profit- Sharing Plan | | |
| | (e.g., pı | uts, cal | curities Acqui lls, warrants, o | option | is, c | onvertible | securi | ties) | Wned | umbor of | 10. | 11. Nature | | |

| Conversion or Exercise Price of Derivative Security | Date (Month/Day/Year) | Execution Date, if any (Month/Day/Year) | Code (| | Securiti Acquire (A) or Dispose of (D) (II | es d ed nstr. | | | 7. Inte 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) | Form: Direct (D) or Indirect | of Indirect Beneficial Ownership (Instr. 4) |
|---|--|--|--|---|---|---|--|--|---|--|---|---|--|--|
| | | | Code | v | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| \$1 | 12/18/2003 | | A | | 10,000 | | 12/18/2003 | 02/16/2004 | Common Stock | 10,000 | (2) | 10,000 | D | |
| | or Exercise Price of Derivative Security \$1 | or Exercise (Month/Day/Year) Price of Derivative Security | or Exercise Price of Derivative Security (Month/Day/Year) if any (Month/Day/Year) \$1 12/18/2003 Image: Constraint of the security | or Exercise Price of Derivative Security (Month/Day/Year) if any (Month/Day/Year) Code (8) \$1 12/18/2003 A | or Exercise Price of Derivative Security (Month/Day/Year) if any (Month/Day/Year) Code (Instr. 8) k k \$1 12/18/2003 A | or Exercise Price of Derivative Security (Month/Day/Year) if any (Month/Day/Year) Code (Instr. 8) Derivati Security k 2000 (Instr. k) Derivation (A) or Dispose of (D) (U) (A) \$1 12/18/2003 A A 10,000 | or Exercise Price of Derivative Security (Month/Day/Year) if any (Month/Day/Year) Code (Instr. 8) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) \$1 12/18/2003 A A 10,000 | or Exercise Price of Derivative Security (Month/Day/Year) if any (Month/Day/Year) Code (Instr. 8) Derivative Securities of (D) (Instr. 3, 4 and 5) (Month/Day/Year) \$1 12/18/2003 A A 10,000 I 12/18/2003 | or Exercise Price of Derivative Security (Month/Day/Year) if any (Month/Day/Year) Code (Instr. 8) Derivative Securities of (D) (Instr. 3, 4 and 5) (Month/Day/Year) \$1 12/18/2003 A A 10,000 I2/18/2003 02/16/2004 | or Exercise Price of Derivative Security (Month/Day/Year) if any (Month/Day/Year) Code (Instr. 8) Derivative Securities of (D) (Instr. 3, 4 and 5) (Month/Day/Year) Underlyin Derivative (Instr. 3 ar \$1 12/18/2003 A A 10,000 Iz/18/2003 2/16/2004 Common Stock | or Exercise Price of Derivative Security (Month/Day/Year) if any (Month/Day/Year) if any (Month/Day/Year) Code (Instr. 8) Derivative Securities of (D) (Instr. 3, 4 and 5) (Month/Day/Year) Underlying Derivative Security (Instr. 3 and 4) \$1 12/18/2003 A A 10,000 12/18/2003 02/16/2004 Common Stock Common Stock 10,000 | or Exercise Price of Derivative Security (Month/Day/Year) if any (Month/Day/Year) Code (Instr. 8) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (Month/Day/Year) Underlying Derivative Security (Instr. 3 and 4) Security (Instr. 5) \$1 12/18/2003 A A 10,000 12/18/2003 02/16/2004 Common Stock 10,000 (2) | or Exercise Price of Derivative Security (Month/Day/Year) if any (Month/Day/Year) Code (Instr. 8) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (Month/Day/Year) Underlying Derivative Security (Instr. 3) Securities Security (Instr. 5) Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) \$1 12/18/2003 A A Income Income | or Exercise Price of Derivative Security (Month/Day/Year) if any (Month/Day/Year) Code (Instr. 8) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (Month/Day/Year) Underlying Derivative Security (Instr. 3 and 4) Security Securities Beneficially (Instr. 5) Securities Beneficially (Instr. 4) Form: Transaction(s) (Instr. 4) \$1 12/18/2003 A A 10,000 12/18/2003 02/16/2004 Common Stock 10,000 (2) 10,000 D |

Explanation of Responses:

1. Gift to Wife.

2. Award made under Contingent Stock Plan of Sealed Air Corporation.

Robert A. Pesci

** Signature of Reporting Person

12/19/2003 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.