## Edgar Filing: Roper Ruth - Form 4

Roper Ruth Form 4											
February 21										PROVAL	
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION								OMB	3235-0287		
Check this box Washington, D.C. 20549							Number: Expires:	January 31,			
if no longer subject to Section 16. Form 4 or			F CHAN	GES IN SECUR		[CIA]	LOWN	NERSHIP OF	Estimated a burden hour response		
Form 5 obligatio may con <i>See</i> Instr 1(b).	tinue. Section 17(a	a) of the I	Public U		ling Com	ipany	Act of	e Act of 1934, 1935 or Sectior 0	1		
(Print or Type	Responses)										
			2. Issuer Name <b>and</b> Ticker or Trading Symbol SEALED AIR CORP/DE [SEE]					5. Relationship of Reporting Person(s) to Issuer			
			3. Date of Earliest Transaction (Month/Day/Year) 02/16/2012					(Check all applicable) <u></u> Director <u>X</u> Officer (give title 0ther (specify below) Vice President			
				nendment, Date Original Ionth/Day/Year)				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)	Tabl	e I - Non-D	Oerivative S	Securi	ities Acq	uired, Disposed of	or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	.Title of 2. Transaction Date 2A. Deemed ecurity (Month/Day/Year) Execution Date, if		n Date, if	Code (Instr. 3, 4 and 5)				5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. 7. Nature of Ownership Indirect Form: Direct Beneficial (D) or Ownership Indirect (I) (Instr. 4) (Instr. 4)		
Common				Code V	Amount	(D)	Price	(Instr. 3 and 4)			
Stock	02/16/2012			А	54,982	А	<u>(1)</u>	158,526	D		
Common Stock	02/16/2012			F	19,156	D	\$ 20.59	139,370	D		
Common Stock								3,394	I	By 401(k) Plan	
Common Stock								1,467	I	By Profit Sharing Plan	

## Edgar Filing: Roper Ruth - Form 4

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 control number.

 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)	4. Transact Code (Instr. 8)	5. tionNumber of ) Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	S	ate	7. Titl Amou Under Secur (Instr.	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owna Follo Repo Trans (Instr
			Code V	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

Reporting Owner Name / Add	Iress	Relationships						
Reporting 6 wher Funite / Fun	Director	10% Owner	Officer	Other				
Roper Ruth C/O SEALED AIR CORPOR 200 RIVERFRONT BOULEV ELMWOOD PARK, NJ 0740	ARD		Vice President					
Signatures								
Ruth Roper 0	2/20/2012							
<u>**</u> Signature of	Date							

## Reporting Person Explanation of Responses:

\* 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).

(1) Performance Share Unit (PSU) award for the 2009-2011 performance period (made under the 2005 Contingent Stock Plan).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.