SEALED AIR CORP/DE

Form 4

February 16, 2005

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Number: January 31, Expires: 2005

OMB APPROVAL

Form 4 or Form 5 obligations **SECURITIES**

Estimated average burden hours per response... 0.5

may continue. See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * HICKEY WILLIAM V

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

SEALED AIR CORP/DE [SEE]

(Check all applicable)

(Last)

Common

Stock

(First)

3. Date of Earliest Transaction

(Month/Day/Year)

02/16/2005

10% Owner

C/O SEALED AIR

(Street)

(Ctata)

CORPORATION, PARK 80 EAST

_X__ Director X_ Officer (give title Other (specify

below)

President and CEO

(Middle)

4. If Amendment, Date Original Filed(Month/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

SADDLE BROOK, NJ 07663

(City)	(State)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned						
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transactio	4. Securities on or	5. Amount of Securities	6. Ownership	7. Nature of Indirect Beneficial	
(Instr. 3)	(1.1011ull 2 uji 1 cul)	any	Code	Disposed of (D)	Beneficially	Form:	Ownership	
Common		(Month/Day/Year)	(Instr. 8) Code V	(Instr. 3, 4 and 5) (A) or Amount (D) Price	Owned Following Reported Transaction(s) (Instr. 3 and 4)	Direct (D) or Indirect (I) (Instr. 4)	(Instr. 4)	
Stock					402,853	D		
							$\mathbf{R}_{\mathbf{V}}$	

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

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Ι

Profit-Sharing

Plan

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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 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. Transactic Code (Instr. 8)	5. Number of or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exerci Expiration Dat (Month/Day/Y	e	7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Award (Right to buy)	\$ 1	02/16/2005		A	20,000	02/16/2005	04/18/2005	Common Stock	20,000

Reporting Owners

Reporting Owner Name / Address	Keiationsnips				
	D' (1007 0	O.CC.	0.1	

Director 10% Owner Officer Other

HICKEY WILLIAM V C/O SEALED AIR CORPORATION PARK 80 EAST SADDLE BROOK, NJ 07663

X President and CEO

Signatures

William V. 02/16/2005 Hickey

**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) Award made under the Contingent Stock Plan of Sealed Air Corporation.

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.

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