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DUNPHY T J DERMOT

Form 4 June 21, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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).

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person * DUNPHY T J DERMOT			2. Issuer Name and Ticker or Trading Symbol				ng	5. Relationship of Reporting Person(s) to Issuer			
			SEALE	SEALED AIR CORP/DE [SEE]				(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			(Check an applicable)					
CIO CEAL	ED AID		(Month/D	-				_X_ Director		% Owner her (specify	
C/O SEALED AIR CORPORATION, PARK 80 EAST			06/20/2	06/20/2005				Officer (give title Other (specify below)			
CORTORA		O L/ IO I	4 If Ama	andmant Da	ta Omininal	1		6 Individual on	Laint/Casum Fil	in a (Ch1-	
				ndment, Date Original nth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line)			
i iieu(Mi			T Hea(Mo)	ondin Day Tear)				_X_ Form filed by One Reporting Person			
SADDLE BROOK, NJ 07663							Form filed by More than One Reporting Person				
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Secur	ities Ac	equired, Disposed	of, or Beneficia	ally Owned	
1.Title of Security (Instr. 3)	Security (Month/Day/Year) Execution		emed on Date, if					5. Amount of Securities Beneficially	7. Nature of Indirect Beneficial		
		(Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5)		5)			Ownership (Instr. 4)				
						(A)		Following Reported Transaction(s)	(IIISU: 4)	(IIISII. 4)	
				Code V	Amount		Price \$	(Instr. 3 and 4)			
Common Stock	06/20/2005			M	581	A	0.1 (1)	374,444	D		
Common Stock								31,800	I	By Self as Custodian for Family Member	
Common								63,056	I	By IRA	

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

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SEC 1474 (9-02)

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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. Transacti Code (Instr. 8)	5. Number one f Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Award of Common Stock (Right to Buy)	\$ 0.1	06/20/2005		M	581	05/20/2005	06/24/2005	Common Stock	581

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
DUNPHY T J DERMOT						

DUNPHY T J DERMOT C/O SEALED AIR CORPORATION PARK 80 EAST SADDLE BROOK, NJ 07663



Signatures

T. J. Dermot 06/21/2005 Dunphy

**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 Sealed Air Corporation 2002 Stock Plan for Non-Employee Directors.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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