## Edgar Filing: SEALED AIR CORP/DE - Form 4

SEALED AIR CO	RP/DE								
Form 4									
May 16, 2006									
FORM 4									PPROVAL
	UNITED ST	ATES SECUR Was	ITIES AN hington, D			GE (	COMMISSION	OMB Number:	3235-0287
Check this box if no longer								Expires:	January 31,
subject to	STATEME	NT OF CHAN			CIAL	OW	NERSHIP OF	Estimated a	2005 average
Section 16.			SECURI	ΓIES				burden hou	rs per
Form 4 or Form 5	<b>F'1</b> 1			a	г	1	A ( C1024	response	0.5
abligations	-	ant to Section 16				•			
may continue. <i>See</i> Instruction	Section 17(a)	of the Public Uti 30(h) of the Inv	•	•				11	
1(b).									
(Print or Type Respons	ses)								
(	)								
1. Name and Address FARRELL CHAR	son <u>*</u> 2. Issuer Symbol	2. Issuer Name <b>and</b> Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer				
	SEALEI	SEALED AIR CORP/DE [SEE]				(Check all applicable)			
(Last) (F	irst) (Mid	dle) 3. Date of	Earliest Tran	isaction			(Chec	ск ан аррисаби	;)
	(Month/Da	(Month/Day/Year)			_X_ Director		Owner		
C/O SEALED AIR		05/12/20	05/12/2006			Officer (give title Other (specify below)			
CORPORATION	, PARK 80 EA	AST					below)	Delow)	
(St	treet)	4. If Amer	ndment, Date	Original			6. Individual or Jo	oint/Group Filin	ng(Check
	V NI 07662	Filed(Mont	th/Day/Year)				Applicable Line) _X_ Form filed by ( Form filed by N		
SADDLE BROOI	K, NJ 07663						Person		1 0
(City) (St	tate) (Zi	<sup>p)</sup> Table	e I - Non-Der	rivative So	ecuriti	ies Acq	uired, Disposed of	f, or Beneficial	ly Owned
	ansaction Date	2A. Deemed	3.	4. Securiti	ies		5. Amount of	6. Ownership	7. Nature of
Security (Mor (Instr. 3)	•	Execution Date, if any	Transaction Code	Acquired Disposed			Securities Beneficially	Form: Direct (D) or	Indirect Beneficial
(1130.5)		(Month/Day/Year)		(Instr. 3, 4			•	Indirect (I)	Ownership
							Following	(Instr. 4)	(Instr. 4)
					(A)		Reported Transaction(s)		
			~		or		(Instr. 3 and 4)		
Common			Code V	Amount	(D)	Price			
Common Stock							2,800	Ι	By Trust

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)

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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. Transactio Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exerci Expiration Da (Month/Day/Y	te	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	05/12/2006		А	1,423	05/12/2006	06/12/2006	Common Stock	1,423
Stock Units	<u>(2)</u>					(3)	<u>(3)</u>	Common Stock	5,064

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
FARRELL CHARLES F JR C/O SEALED AIR CORPORATION PARK 80 EAST SADDLE BROOK, NJ 07663	Х					
Signatures						

## nyna

Charles F. 05/12/2006 Farrell, Jr. \*\*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.
- 1-for-1 (2)
- The units are to be settled in shares of Common Stock (with certain exceptions specified in the Corporation's Deferred Compensation (3) Plan for Directors) following the reporting person's retirement from the Board of Directors.

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.