SEALED AIR CORP/DE

Form 4 June 14, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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OMB APPROVAL

Check this box if no longer subject to Section 16. Form 4 or

Form 5 obligations 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

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person * MARINO WILLIAM J

2. Issuer Name and Ticker or Trading Symbol

SEALED AIR CORP/DE [SEE]

5. Relationship of Reporting Person(s) to

Issuer

below)

(Last)

(First)

(Street)

(State)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year)

06/14/2007

X_ Director 10% Owner Officer (give title Other (specify

(Check all applicable)

C/O SEALED AIR CORPORATION, 200

RIVERFRONT BOULEVARD

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

ELMWOOD PARK, NJ 07407

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Zip)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially (D) or Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect Beneficial Ownership Indirect (I) (Instr. 4) (Instr. 4)

(A) or

Code V Amount (D) Price

Transaction(s) (Instr. 3 and 4)

Common Stock

(City)

1. Title of

Security

(Instr. 3)

12,000 D

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

(Month/Day/Year)

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)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. Transact Code (Instr. 8)	-	es ed (A) or ed of (D)	6. Date Exerci Expiration Dat (Month/Day/Y	Underlying So		Securities
				Code V	/ (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Award of Stock Units (Right to Buy)	\$ 0.1	06/14/2007		M		2,254	05/18/2007	06/18/2007	Common Stock	2,254
Stock Units	<u>(2)</u>	06/14/2007		M	2,254		(3)	(3)	Common Stock	2,254

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
MARINO WILLIAM J C/O SEALED AIR CORPORATION 200 RIVERFRONT BOULEVARD ELMWOOD PARK, NJ 07407	X					

Signatures

William J.
Marino

**Signature of Reporting Person

Date

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).
- Award made under 2002 Stock Plan for Non-Employee Directors of Sealed Air Corporation. The Reporting Person has elected to defer (1) receipt of the retainer payable in shares of common stock of Sealed Air Corporation ("Common Stock") under Sealed Air Corporation's Deferred Compensation Plan for Directors. The number of stock units is based on a Common Stock price of \$33.28 per share.
- (2) 1-for-1
- (3) The units are to be settled in shares of Common Stock (with certain exceptions specified in the Corporation's Deferred Compensation 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.

Reporting Owners 2