

SEALED AIR CORP/DE  
Form 4  
December 08, 2004

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

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. Name and Address of Reporting Person \*  
**PESCI ROBERT A**

(Last) (First) (Middle)

**C/O SEALED AIR CORPORATION, PARK 80 EAST**

(Street)

**SADDLE BROOK, NJ 07663**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**SEALED AIR CORP/DE [SEE]**

3. Date of Earliest Transaction (Month/Day/Year)  
**12/06/2004**

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Senior Vice President**

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock					57,150	D	
Common Stock	12/06/2004		S	200 <sup>(1)</sup> D \$ 52.56	10,300	I	By Wife
Common Stock	12/06/2004		S	200 <sup>(1)</sup> D \$ 52.54	10,100	I	By Wife
Common Stock	12/06/2004		S	100 <sup>(1)</sup> D \$ 52.53	10,000	I	By Wife
Common Stock	12/06/2004		S	300 <sup>(1)</sup> D \$ 52.49	9,700	I	By Wife

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Common Stock	12/06/2004	S	100 <u>(1)</u>	D	\$ 52.48	9,600	I	By Wife
Common Stock	12/06/2004	S	100 <u>(1)</u>	D	\$ 52.46	9,500	I	By Wife
Common Stock	12/06/2004	S	100 <u>(1)</u>	D	\$ 52.44	9,400	I	By Wife
Common Stock	12/06/2004	S	400 <u>(1)</u>	D	\$ 52.41	9,000	I	By Wife
Common Stock	12/06/2004	S	500 <u>(1)</u>	D	\$ 52.4	8,500	I	By Wife
Common Stock	12/06/2004	S	3,400 <u>(1)</u>	D	\$ 52.39	5,100	I	By Wife
Common Stock	12/06/2004	S	1,300 <u>(1)</u>	D	\$ 52.38	3,800	I	By Wife
Common Stock	12/06/2004	S	2,100 <u>(1)</u>	D	\$ 52.37	1,700	I	By Wife
Common Stock	12/06/2004	S	600 <u>(1)</u>	D	\$ 52.36	1,100	I	By Wife
Common Stock	12/06/2004	S	400 <u>(1)</u>	D	\$ 52.35	700	I	By Wife
Common Stock	12/06/2004	S	200 <u>(1)</u>	D	\$ 52.34	500	I	By Wife
Common Stock						26,193	I	By Profit-Sharing Plan

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

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(9-02)

**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. Transaction Code (Instr. 8)	5. Number of 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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
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					Amount or Number of Shares
		Date Exercisable	Expiration Date	Title	
Code	V	(A)	(D)		

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PESCI ROBERT A C/O SEALED AIR CORPORATION PARK 80 EAST SADDLE BROOK, NJ 07663			Senior Vice President	

## Signatures

Robert A. Pesci	12/08/2004
**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).

(1) Shares sold by spouse of Robert A. Pesci.

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.