MANNING KENNETH P

Form 4

February 11, 2011

FORM 4

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

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

10% Owner

Other (specify

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

response...

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

may continue.

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

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * MANNING KENNETH P

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(City)

(First)

(Middle)

(Zip)

SEALED AIR CORP/DE [SEE] 3. Date of Earliest Transaction

(Check all applicable)

C/O SEALED AIR

CORPORATION, 200 RIVERFRONT BOULEVARD

(Street)

(State)

4. If Amendment, Date Original

Applicable Line)

_X__ Director

Officer (give title

Filed(Month/Day/Year)

(Month/Day/Year)

02/11/2011

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

ELMWOOD PARK, NJ 07407

| (City) | (State) | Tab | le I - Non- | Derivative Secu | irities Acqui | red, Disposed of, | or Beneficiall | y Owned |
|------------|---------------------|--------------------|------------------------------|-----------------|---------------|-------------------|----------------|--------------|
| 1.Title of | 2. Transaction Date | 2A. Deemed | 3. | 4. Securities A | cquired (A) | 5. Amount of | 6. | 7. Nature of |
| Security | (Month/Day/Year) | Execution Date, if | Transactiomr Disposed of (D) | | | Securities | Ownership | Indirect |
| (Instr. 3) | | any | Code (Instr. 3, 4 and 5) | | | Beneficially | Form: | Beneficial |
| | | (Month/Day/Year) | (Instr. 8) | | | Owned | Direct (D) | Ownership |
| | | | | | | Following | or Indirect | (Instr. 4) |
| | | | | (4) | | Reported | (I) | |
| | | | | (A) | | Transaction(s) | (Instr. 4) | |
| | | | C-1- V | or | D | (Instr. 3 and 4) | | |
| | | | Code V | Amount (D) | Price | | | |
| Common | 02/11/2011 | | Р | 5,000 A | \$ | 58,523 | D | |
| Stock | 02/11/2011 | | • | 3,000 11 | 28.3345 | 30,323 | D | |

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

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 | 2. | 3. Transaction Date | | 4. | 5. | 6. Date Exerc | | 7. Titl | | 8. Price of | 9. Nu |
|-------------|-------------|---------------------|--------------------|------------|------------|---------------------|-------|-------------------|----------|-------------|----------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transacti | orNumber | Expiration D | ate | Amou | ınt of | Derivative | Deriv |
| Security | or Exercise | | any | Code | of | (Month/Day/ | Year) | Under | lying | Security | Secui |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivative | e | | Securi | ities | (Instr. 5) | Bene |
| | Derivative | | • | | Securities | 3 | | (Instr. | 3 and 4) | | Owne |
| | Security | | | | Acquired | | | | | | Follo |
| | | | | | (A) or | | | | | | Repo |
| | | | | | Disposed | | | | | | Trans |
| | | | | | of (D) | | | | | | (Instr |
| | | | | | (Instr. 3, | | | | | | (2.11541 |
| | | | | | 4, and 5) | | | | | | |
| | | | | | i, and 3) | | | | | | |
| | | | | | | | | | Amount | | |
| | | | | | | Data | | or Title Numbe of | or | | |
| | | | | | | Date Exercisable | | | Number | | |
| | | | | | | | | | of | | |
| | | | | Code V | (A) (D) | | | | Shares | | |

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

MANNING KENNETH P C/O SEALED AIR CORPORATION 200 RIVERFRONT BOULEVARD ELMWOOD PARK, NJ 07407



Signatures

Kenneth P. 02/11/2011 Manning

**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).

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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