Cook Philip H. Jr. Form 3 May 25, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

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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

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

SECURITIES

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement SEALED AIR CORP/DE [SEE] Cook Philip H. Jr. (Month/Day/Year) 05/17/2012 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) **SEALED AIR** (Check all applicable) CORPORATION, Â 200 RIVERFRONT BOULEVARD 10% Owner Director (Street) _X__ Officer _ Other 6. Individual or Joint/Group (give title below) (specify below) Filing(Check Applicable Line) Vice President _X_ Form filed by One Reporting Person **ELMWOOD** Form filed by More than One PARK, NJÂ 07407-1037 Reporting Person

(City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned

1.Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	24,895	D	Â
Common Stock	1,294	I	401(k)
Common Stock	1,776	I	By Profit Sharing Plan

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 4)

Expiration Date (Month/Day/Year)

2. Date Exercisable and 3. Title and Amount of Securities Underlying **Derivative Security** (Instr. 4)

Conversion or Exercise Price of Derivative Security

5. Ownership (Instr. 5) Form of Derivative

Security:

Direct (D)

or Indirect

(I) (Instr. 5) 6. Nature of Indirect Beneficial Ownership

Date

Exercisable

Â

Date

Expiration Title

Reporting Owners

Relationships Reporting Owner Name / Address Director 10% Owner Officer

Other

Cook Philip H. Jr. SEALED AIR CORPORATION 200 RIVERFRONT BOULEVARD ELMWOOD PARK, NJÂ 07407-1037

Vice President Â

Amount or

Number of

Shares

Signatures

Philip H. Cook, Jr.

05/25/2012

**Signature of Reporting Person Date

Explanation of Responses:

- If the form is filed by more than one reporting person, see Instruction 5(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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