

SEALED AIR CORP/DE

Form 4

May 15, 2017

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Peribere Jerome A

(Last) (First) (Middle)

C/O SEALED AIR
CORPORATION, 2415 CASCADE
POINTE BOULEVARD

(Street)

CHARLOTTE, NC 28208

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/22/2017

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)
President and CEO

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/22/2017		G	V	403,585	D	\$ 0	199,000	D	
Common Stock	03/22/2017		G	V	403,585	A	\$ 0	517,333	I	By Revocable Trust ⁽¹⁾
Common Stock	03/23/2017		G	V	26,150	D	\$ 0	172,850	D	
Common Stock	03/23/2017		G	V	26,150	A	\$ 0	543,483	I	By Revocable Trust ⁽¹⁾
Common Stock	03/27/2017		G	V	471,612	D	\$ 0	71,871	I	By Revocable Trust ⁽¹⁾

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Common Stock	03/27/2017	G	V	471,612	A	\$ 0	739,637	I	By GRAT ⁽²⁾
Common Stock	04/18/2017	G	V	46,269	D	\$ 0	693,368	I	By GRAT ⁽²⁾
Common Stock	04/18/2017	G	V	46,269	A	\$ 0	118,140	I	By Revocable Trust ⁽¹⁾
Common Stock	04/19/2017	G	V	50,292	D	\$ 0	643,076	I	By GRAT ⁽²⁾
Common Stock	04/19/2017	G	V	50,292	A	\$ 0	168,432	I	By Revocable Trust ⁽¹⁾
Common Stock	05/11/2017	P		3,460	A	\$ 43.25 ⁽³⁾	646,536	I	By GRAT ⁽²⁾
Common Stock	05/12/2017	P		3,500	A	\$ 42.69 ⁽⁴⁾	650,036	I	By GRAT ⁽²⁾
Common Stock							2,370	I	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 Owned Beneficially (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

Peribere Jerome A
C/O SEALED AIR CORPORATION
2415 CASCADE POINTE BOULEVARD
CHARLOTTE, NC 28208

X

President
and CEO

Signatures

Jerome A. 05/15/2017
Peribere

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) Held by revocable trusts for the benefit of Mr. Peribere and his five children.
- (2) Held by grantor retained annuity trusts for the benefit of Mr. Peribere and his five children.

- (3) The price reported in column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$43.19 to \$43.30, inclusive. The reporting person undertakes to provide to Sealed Air Corporation, any security holder of Sealed Air Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the range set forth in this footnote.

- (4) The price reported in column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$42.65 to \$42.71, inclusive. The reporting person undertakes to provide to Sealed Air Corporation, any security holder of Sealed Air Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the range set forth in this footnote.

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.