Stiehl William G. Form 4 February 15, 2018

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Check this box if no longer subject to

Section 16. Form 4 or Form 5 obligations may continue. See Instruction

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

OMB Number:

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(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person * Stiehl William G.

2. Issuer Name and Ticker or Trading Symbol

SEALED AIR CORP/DE [SEE]

5. Relationship of Reporting Person(s) to

Issuer

(Middle) (Last) (First)

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

Director 10% Owner _X__ Officer (give title _ Other (specify

C/O SEALED AIR CORPORATION, 2415 CASCADE POINTE BOULEVARD

(Street)

02/13/2018

below)

(Check all applicable)

Acting CFO, CAO and Controller

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

CHARLOTTE, NC 28208

(City)	(State)	(Zip) 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. Transactic Code (Instr. 8)	(A) or		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)	
Common Stock	02/13/2018		A	2,255	A	(<u>1</u>)	37,052	D	
Common Stock	02/13/2018		A	4,248	A	<u>(2)</u>	41,300	D	
Common Stock	02/13/2018		A	5,993	A	<u>(3)</u>	47,293	D	
Common Stock	02/13/2018		F	3,126	D	\$ 41.72	44,167	D	
Common Stock							1,796 (4)	I	Profit-Sharing Plan

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

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	isable and	7. Title	e and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transac	tionNumber	Expiration Da	ate	Amou	nt of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8) Derivative	e		Securi	ties	(Instr. 5)
	Derivative				Securities	1		(Instr.	3 and 4)	
	Security				Acquired					
					(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									A	
									Amount	
						Date Exercisable	Expiration Date	of		
									Number	
				G 1 1	7 (A) (B)					
				Code V	V (A) (D)				Shares	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Stiehl William G. C/O SEALED AIR CORPORATION 2415 CASCADE POINTE BOULEVARD CHARLOTTE, NC 28208

Acting CFO, CAO and Controller

Signatures

William G. 02/15/2018

**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).
- (1) Award made under the 2014 Omnibus Incentive Plan.
- (2) Performance Share Unit Award for the 2015-2017 performance period.
- (3) 2014 Special Performance Share Unit Award.
- (4) Reflects unit/share adjustments to the reporting person's holdings under the Sealed Air Corporation Profit-Sharing Plan, a tax conditioned plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

SEC 1474

(9-02)

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