

SEALED AIR CORPORATION

6,160,708 SHARES OF COMMON STOCK

This prospectus supplement relates to the offer and sale from time to time of up to 6,160,708 shares of common stock, \$0.10 par value per share, of Sealed Air Corporation, a Delaware corporation, by the selling stockholders named in the prospectus dated January 23, 2004, as supplemented, and in this prospectus supplement. This prospectus supplement may only be delivered or used in connection with our prospectus dated January 23, 2004. Our common stock is traded on the New York Stock Exchange under the symbol "SEE."

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

PROSPECTUS SUPPLEMENT DATED JUNE 29, 2005

The information appearing in the following table supplements or supersedes in part the information in the table under the caption "Selling Stockholders," beginning on page 9 in our prospectus and was provided by or on behalf of the selling stockholders.

NAME -----	COMMON STOCK BENEFICIALLY OWNED AS OF JUNE 28, 2005 (1) -----	COMMON STOCK OFFERED IN THIS PROSPECTUS (1) -----	COMMON STOCK TO BE BENEFICIALLY OWNED AFTER THIS OFFERING (1) -----	PERCENTAGE OF ALL COMMON STOCK (2) -----
Amerisure Mutual Insurance Co. (3)	5,999	5,999	--	--
Chrysler Corporation Master Retirement Trust (4)	30,071	30,071	--	--
Delta Air Lines Master Trust - CV (4)	6,928	6,928	--	--
Delta Pilots Disability & Survivorship Trust - CV (4)	3,214	3,214	--	--
F.M. Kirby Foundation, Inc. (4)	5,071	5,071	--	--
ING Equity Income Fund (5)	29,571	29,571	--	--
Innovest Finanzdienslte (3)	23,071	23,071	--	--
International Truck & Engine Corporation Non-Contributory Retirement Plan Trust (4)	3,571	3,571	--	--
International Truck & Engine Corporation Retiree Health Benefit Trust (4)	1,714	1,714	--	--
International Truck & Engine Corporation Retirement Plan for Salaried Employees Trust (4)	3,857	3,857	--	--
Nicholas Applegate Capital Management U.S. Investment Grade Convert (3)	214	214	--	--
OCM Convertible Trust (4)	2,999	2,999	--	--
Qwest Occupational Health Trust (4)	714	714	--	--
Qwest Occupational Health Trust (6)	9,999	9,999	--	--
Qwest Pension Trust (6)	54,285	54,285	--	--
San Francisco Employees' Retirement System (6)	57,142	57,142	--	--
State Employees' Retirement Fund of the State of Delaware (4)	4,714	4,714	--	--
The Doctor's Company (6)	29,999	29,999	--	--
Travelers Indemnity Company - Commercial Lines (4)	21,714	21,714	--	--
UIF Equity Income Fund (5)	8,157	8,157	--	--
UnumProvident Corporation (4)	1,857	1,857	--	--
US Allianz Equity Income Fund (5)	5,099	5,099	--	--
Van Kampen Equity and Income Fund (5)	365,028	365,028	--	--
Vanguard Convertible Securities Fund, Inc. (4)	132,857	132,857	--	--
Virginia Retirement System (6)	109,999	109,999	--	--
TOTAL (7)	6,160,708	6,160,708	--	--

1. For each selling stockholder, this number represents the number of shares of common stock that would be beneficially owned by such selling stockholder after the conversion of the Notes beneficially owned by such selling stockholder as of June 28, 2005, assumes that the selling stockholders will sell all shares of common stock offered by them under this prospectus, and further assumes that all of the Notes have been converted.

2. For each selling stockholder, this number represents the percentage of common stock that would be owned by such selling stockholder after completion of the offering, based on the number of shares of common

stock outstanding as of June 28, 2005 and assuming all the Notes beneficially owned by such selling stockholder as of June 28, 2005, have been converted.

3. We have been advised that Mr. Horacio Valeiras may be deemed the beneficial owner of these shares by virtue of his voting control and investment discretion.
4. We have been advised that Mr. Lawrence Keele may be deemed the beneficial owner of these shares by virtue of his voting control and investment discretion.
5. We have been advised that Van Kampen Asset Management may be deemed the beneficial owner of these shares by virtue of its voting control and investment discretion.
6. We have been advised that Mr. Gene T. Pretti may be deemed the beneficial owner of these shares by virtue of his voting control and investment discretion.
7. Assumes conversion of 100% of the outstanding Notes (without giving effect to any capital adjustments). We note that the aggregate number of shares of common stock requested to be registered by the selling stockholders is greater than the total number of shares initially issuable upon conversion of 100% of the outstanding Notes. This may be due in part to sales or other transfers of Notes among the selling stockholders in which the person acquiring the Notes submits a request to register shares of common stock which were previously registered by the person who sold the Notes.