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

Post-Effective Amendment No. 1

to

FORM S-8

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

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SEALED AIR CORPORATION
(Exact name of Registrant as specified in its charter)

DELAWARE
(State or Other Jurisdiction of
Incorporation or Organization)

NO. 65-0654331
(I.R.S. Employer
Identification No.)

PARK 80 EAST
SADDLE BROOK, NEW JERSEY 07663-5291
(Address, including zip code, of Registrant's principal executive offices)

RESTRICTED STOCK PLAN FOR NON-EMPLOYEE DIRECTORS OF SEALED AIR CORPORATION
(Full title of the plan)

H. KATHERINE WHITE, ESQ.
GENERAL COUNSEL AND SECRETARY
SEALED AIR CORPORATION
PARK 80 EAST
SADDLE BROOK, NEW JERSEY 07663-5291
(201) 791-7600
(Name, address, including zip code, and telephone number, including area
code, of agent for service)

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In 1998 the Registrant registered 100,000 shares of its common stock, par
value \$0.10 per share ("Common Stock"), for potential issuance under the
Restricted Stock Plan for Non-Employee Directors of Sealed Air Corporation (the
"Plan").

The offering of the aforementioned securities pursuant to the Plan has
terminated. Accordingly, the Registrant hereby removes from registration all
such Common Stock not sold pursuant to the Plan.

SIGNATURES

THE REGISTRANT. Pursuant to the requirements of the Securities Act of

1933, the Registrant has duly caused this Post-Effective Amendment No. 1 to Form S-8 registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Township of Saddle Brook, State of New Jersey, on June 18, 2002.

SEALED AIR CORPORATION

By: /s/ William V. Hickey

Name: William V. Hickey  
Title: President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to Form S-8 registration statement has been signed by the following persons in the capacities and on the dates indicated.

SIGNATURE  
TITLE DATE

/s/  
William V.  
Hickey  
President,  
Chief  
Executive  
Officer  
June 18,  
2002 - ---

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---- and  
Director  
(William  
V. Hickey)  
(Principal  
Executive  
Officer)  
/s/ David  
H. Kelsey  
Vice  
President  
and June  
18, 2002 -

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Chief  
Financial  
Officer  
(David H.  
Kelsey)  
(Principal  
Financial  
Officer)

/s/  
Jeffrey S.  
Warren  
Controller  
June 18,  
2002 - ---

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(Principal  
Accounting  
Officer)  
(Jeffrey  
S. Warren)  
\* Director  
June 18,  
2002 - ---

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----- (Hank  
Brown) 2 \*  
Director  
June 18,

2002 - ---

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(Lawrence

R. Codey)

\* Director

June 18,

2002 - ---

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