

INITIAL STATEMENT OF 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(f) of the
Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person*

Byrne Leonard R.

(Last) (First) (Middle)

Sealed Air Corporation, Park 80 East

(Street)

Saddle Brook NJ 07663

(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)

3/31/98

3. IRS or Social Security Number of Reporting Person (Voluntary)

4. Issuer Name and Ticker or Trading Symbol

Sealed Air Corporation (SEE)

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

Director 10% Owner

 Officer (give title below) Other (specify below)

Vice President

6. If Amendment, Date of Original (Month/Day/Year)

7. 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 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)
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Common Stock, par value \$0.10 per share	5(1)	I	401(k) Plan
Series A Convertible Preferred Stock, par value \$0.10 per share	5(1)	I	401(k) Plan

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

* If the form is filed by more than one reporting person, (Over)
see Instruction 5(b)(v). SEC 1473 (7-96)

FORM 3 (continued) Table II Derivative Securities Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Securities (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable Expiration Date	Title	Amount or Number of Shares		
Employee Stock Options (Rights to Buy)	3/7/99 3/5/06	Common Stock, par value \$0.10 per share	2655	\$40.11	D
	3/6/99 3/4/07		1988	\$42.19	D
	3/6/00 3/4/07		1988	\$42.19	D

Explanation of Responses:

(1) Estimated.

**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.

/s/ Leonard R. Byrne

4/9/98

**Signature of Reporting Person

Date

Name:
Title: