

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 DECEMBER 13, 2004

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 DECEMBER 10, 2004 (1) -----	COMMON STOCK OFFERED IN THIS PROSPECTUS (1) -----	COMMON STOCK TO BE BENEFICIALLY OWNED AFTER THIS OFFERING (1) -----	PERCENTAGE OF ALL COMMON STOCK (2) -----
American Community Mutual Ins. Co.	2,428	2,428	--	--
American Fidelity Assurance Company	11,428	11,428	--	--
Catholic Family Life Insurance Co.	6,428	6,428	--	--
Catholic Mutual Relief Society Retirement Plan and Trust (3)	6,714	6,714	--	--
Century National Ins. Co. Investment Grade	22,857	22,857	--	--
Educators Mutual Life Ins. Co.	3,714	3,714	--	--
Employee's Retirement of N.O. Sewerage and Water Board (3)	10,285	10,285	--	--
Field Holdings Inc. (3)	1,142	1,142	--	--
First Mercury Ins. Co.	7,857	7,857	--	--
Grange Mutual Casualty Ins. Co.	4,285	4,285	--	--
Lincoln Heritage Life Ins. Co.	2,142	2,142	--	--
Loyal Christian Benefit Association	3,428	3,428	--	--
Lyxor/Inflective Convertible Opportunity Fund Limited (4)	11,428	11,428	--	--
Medico Life Insurance Co.	11,428	11,428	--	--
Medmarc Insurance Company (3)	8,571	8,571	--	--
Microsoft Corporation (5)	22,214	22,214	--	--
Mid America Life Ins. Co.	1,142	1,142	--	--
Midwest Medical Insurance Company (3)	7,142	7,142	--	--
National Grange Mutual Insurance Co.	15,714	15,714	--	--
NCMIC	5,714	5,714	--	--
OCM Convertible Trust (5)	18,071	18,071	--	--
Physicians Life Insurance Co.	19,999	19,999	--	--
Premera Blue Cross	29,999	29,999	--	--
Transguard Ins. Co. of America	11,428	11,428	--	--
United National Insurance Company (3)	12,857	12,857	--	--
TOTAL (6)	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 December 10, 2004, 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 December 10, 2004 and assuming all the Notes beneficially owned by such selling stockholder as of December 10, 2004, have been converted.

3. We have been advised that Mr. Gene T. Pretti may be deemed the beneficial owner of these shares by virtue of his

voting control of Zazove Associates, LLC, which has voting control and investment discretion with respect to these shares.

4. We have been advised that Mr. Thomas J. Ray may be deemed the beneficial owner of these shares by virtue of his voting control of Inflective Asset Management, LLC, which has voting control and investment discretion with respect to these shares.
5. We have been advised that Mr. Lawrence Keele may be deemed the beneficial owner of these shares by virtue of his voting control of Oaktree Capital Management, LLC, which has voting control and investment discretion with respect to these shares.
6. 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.