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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

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)

SEALED AIR CORPORATION THRIFT AND TAX-DEFERRED SAVINGS PLAN
(Full title of the plan)

H. KATHERINE WHITE, ESQ.
GENERAL COUNSEL AND SECRETARY
SEALED AIR CORPORATION
PARK 80 EAST
SADDLE BROOK, NJ 07663-5291
(201) 791-7600

(Name, address, including zip code, and telephone number, including area code,
of agent for service)
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The Registrant registered 25,000 shares of its common stock, par value \$0.10 per share ("Common Stock"), in which employee balances in the Sealed Air Corporation Thrift and Tax-Deferred Savings Plan (the "Plan") could be invested. The Registrant also registered an indeterminate amount of interests to be offered or sold pursuant to the Plan (the "Plan Interests").

The offering of the aforementioned securities pursuant to the Plan has terminated. Accordingly, the Registrant hereby removes from registration all such Common Stock and Plan Interests 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 April 9, 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 ----- (William V. Hickey)	President, Chief Executive Officer and Director (Principal Executive Officer)	April 9, 2002
/s/ David H. Kelsey ----- (David H. Kelsey)	Vice President and Chief Financial Officer (Principal Financial Officer)	April 9, 2002
/s/ Jeffrey S. Warren ----- (Jeffrey S. Warren)	Controller (Principal Accounting Officer)	April 9, 2002
* ----- (Hank Brown)	Director	April 9, 2002

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(John K. Castle)

Director

April 9, 2002

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(Lawrence R. Codey)

Director

April 9, 2002

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(T. J. Dermot Dunphy)

Director

April 9, 2002

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(Charles F. Farrell, Jr.)

Director

April 9, 2002

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(Shirley Ann Jackson)

Director

April 9, 2002

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(Alan H. Miller)

Director

April 9, 2002

*By: /s/ Sean E. Dempsey

Sean E. Dempsey
Attorney-in-Fact

THE PLAN. Pursuant to the requirements of the Securities Act of 1933, the trustees (or other persons who administer the employee benefit plan) have 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 April 9, 2002.

THRIFT AND TAX-DEFERRED SAVINGS PLAN

By: /s/ Mary A. Coventry

Name: Mary A. Coventry
Title: Member of the Retirement Committee and
Vice President of the Registrant