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SEALED AIR CORP/DE  
Form 424B3  
October 13, 2004

PROSPECTUS SUPPLEMENT NO. 10  
(To Prospectus dated January 23, 2004)

Filed Pursuant to Rule 424(b)(3)  
Registration Statement No. 333-108544

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 OCTOBER 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<br>----   | COMMON STOCK<br>BENEFICIALLY OWNED<br>AS OF<br>OCTOBER 12, 2004 (1)<br>----- | COMMON STOCK<br>OFFERED IN THIS<br>PROSPECTUS (1)<br>----- | COMMON STOCK<br>BENEFICIALLY<br>AFTER THIS<br>OFFERING (1)<br>----- |
|--|--|--|---|
| American Community Mutual Ins. Co.                       | 1,714  | 1,714  | --  |
| Bear, Stearns & Co. Inc.                                 | 291,785  | 291,785  | --  |
| Chrysler Corporation Master Retirement<br>Trust (3)      | 96,785   | 96,785   | --  |
| Coda Capital ND Portfolio                                | 4,285  | 4,285  | --  |
| Deephaven Domestic Convertible Trading<br>Ltd.           | 199,642  | 199,642  | --  |
| Delta Air Lines Master Trust - CV (3)                    | 22,357   | 22,357   | --  |
| Delta Pilots Disability & Survivorship<br>Trust - CV (3) | 10,285   | 10,285   | --  |
| F.M. Kirby Foundation, Inc. (3)                          | 16,428   | 16,428   | --  |
| Injured Workers Insurance Fund of<br>Maryland            | 21,428   | 21,428   | --  |
| International Truck & Engine                             |  |  |   |

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|   |           |           |    |
|---|-----------|-----------|----|
| Corporation Non-Contributory Retirement Plan Trust (3)                                    | 11,428    | 11,428    | -- |
| International Truck & Engine Corporation Retiree Health Benefit Trust (3)                 | 5,642     | 5,642     | -- |
| International Truck & Engine Corporation Retirement Plan for Salaried Employees Trust (3) | 12,428    | 12,428    | -- |
| Microsoft Corporation (3)   | 29,357    | 29,357    | -- |
| Midwest Medical Insurance Company (4)   | 4,999     | 4,999     | -- |
| Motion Picture Industry Health Plan - Active (3)  | 1,642     | 1,642     | -- |
| Motion Picture Industry Health Plan - Retiree (3)   | 785       | 785       | -- |
| OCM Convertible Trust (3)   | 32,357    | 32,357    | -- |
| OCM Global Convertible Securities Fund (3)  | 2,071     | 2,071     | -- |
| Partner Reinsurance Company Ltd. (3)  | 9,928     | 9,928     | -- |
| Qwest Occupational Health Trust (3)   | 3,428     | 3,428     | -- |
| Sphinx Convertible Arbitrage Fund SPC   | 7,499     | 7,499     | -- |
| State Employees' Retirement Fund of the State of Delaware (3)                             | 19,071    | 19,071    | -- |
| Travelers Indemnity Company - Commercial Lines (3)  | 4,428     | 4,428     | -- |
| Travelers Indemnity Company - Personal Lines (3)  | 2,857     | 2,857     | -- |
| UnumProvident Corporation (3)   | 8,785     | 8,785     | -- |
| Vanguard Convertible Securities Fund, Inc. (3)  | 371,428   | 371,428   | -- |
| White River Securities L.L.C  | 291,785   | 291,785   | -- |
| TOTAL (4)   | 6,160,708 | 6,160,708 | -- |

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1. For each selling stockholder, this number represents the number of shares of common stock that beneficially owned by such selling stockholder after the conversion of the Notes beneficially owned by such selling stockholder as of October 12, 2004, assumes that the selling stockholders will own the number of shares of common stock offered by them under this prospectus, and further assumes that all of the shares of common stock 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 October 12, 2004 and assuming all the Notes beneficially owned by such selling stockholder as of October 12, 2004, have been converted.
  3. We have been advised that Mr. Lawrence Keele may be deemed the beneficial owner of these shares of common stock of his voting control and investment discretion.
  4. We have been advised that Mr. Gene T. Pretti may be deemed the beneficial owner of these shares of common stock of his voting control of Zazove Associates, LLC, which has voting control and investment discretion with respect to these shares.
  5. Assumes conversion of 100% of the outstanding Notes (without giving effect to any capital ad valorem taxes). 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 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.

