W R GRACE & CO Form 4

January 08, 2015

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

Form 5 obligations may continue. See Instruction

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(h) of the Investment Company Act of 1940

(Print or Type Responses)

1(b).

(Last)

(City)

1. Name and Address of Reporting Person * Brown Elizabeth C

(First)

2. Issuer Name and Ticker or Trading Symbol

W R GRACE & CO [GRA]

3. Date of Earliest Transaction (Month/Day/Year) 01/06/2015

3.

C/O W. R. GRACE & CO., 7500 **GRACE DRIVE**

> (Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting Person

COLUMBIA, MD 21044

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) (Instr. 3)

(State)

Execution Date, if (Month/Day/Year)

(Middle)

(Zip)

TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

(A)

4. Securities

Code V Amount (D) Price

Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)

5. Amount of

Securities

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Issuer

below)

Director

Applicable Line)

X_ Officer (give title

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number Transaction of Derivative Expiration Date Code Securities

6. Date Exercisable and (Month/Day/Year)

7. Title and Amount of 8 **Underlying Securities** (Instr. 3 and 4)

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3235-0287

January 31,

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Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

VP and CHRO

6. Ownership

Form: Direct

(I)

(Instr. 4)

(D) or Indirect Beneficial

6. Individual or Joint/Group Filing(Check

10% Owner

Other (specify

7. Nature of

Ownership

(Instr. 4)

Indirect

Estimated average

burden hours per

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| (Instr. 3) | Price of Derivative Security | | (Month/Day/Year) | (Instr. | 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | | | | |
|----------------------------------------------------|------------------------------------|------------|------------------|---------|----|------------------------------------------------------|-----|---------------------|--------------------|-----------------|----------------------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Options (rights to buy) | \$ 93.15 | 01/06/2015 | | A | | 6,441 | | <u>(1)</u> | 01/06/2020 | Common Stock | 6,441 |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Brown Elizabeth C C/O W. R. GRACE & CO. 7500 GRACE DRIVE COLUMBIA, MD 21044

VP and CHRO

Signatures

/s/ Sean E. Dempsey, Attorney-in-Fact

01/08/2015

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Options become exercisable in two substantially equal annual installments beginning on January 6, 2016.

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.

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