

W R GRACE & CO
Form 4
February 20, 2015

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Poling Gregory E

(Last) (First) (Middle)

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

(Street)

COLUMBIA, MD 21044

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
W R GRACE & CO [GRA]

3. Date of Earliest Transaction
(Month/Day/Year)
02/18/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
President and COO

6. 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 Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock, par value \$0.01 per share ⁽¹⁾	02/18/2015		M		66,938	A	\$ 27.745
Common Stock, par value \$0.01 per share ⁽¹⁾	02/18/2015		S		43,025 ⁽²⁾	D	\$ 99.89 ⁽³⁾
Common Stock, par	02/18/2015		S		100 ⁽²⁾	D	\$ 23,813
							100.475

value
\$0.01 per
share ⁽¹⁾

Common
Stock, par
value 02/18/2015
\$0.01 per
share

G 23,813
(4) D \$ 0 0 D

Common
Stock, par
value 02/18/2015
\$0.01 per
share ⁽¹⁾

G 23,813
(4) A \$ 0 41,813 ⁽⁴⁾ I By Trust

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Options (rights to buy)	\$ 27.745	02/18/2015		M	66,938 <u>(5)</u>	05/05/2013 05/05/2015	Common Stock ⁽¹⁾ 66,938

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Poling Gregory E C/O W. R. GRACE & CO. 7500 GRACE DRIVE	President and COO

COLUMBIA, MD 21044

Signatures

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

02/20/2015

__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) Each share of Common Stock also represents one Preferred Stock Purchase Right. Each such Right entitles the holder to purchase Preferred Stock or other securities or property upon the occurrence of certain events and subject to certain conditions.
- (2) Reporting person initiated sales transactions solely to cover the option costs, taxes, and transaction fees while retaining the remainder of shares of Issuer Common Stock in Trust.

The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$99.44 to \$100.43, inclusive. The reporting person undertakes to provide W. R. Grace & Co, any security holder of W. R. Grace & Co., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (3) to this Form 4.
- (3) 23,813 shares were gifted to a revocable trust for the benefit of the reporting person's immediate family.
- (4) 23,813 shares were gifted to a revocable trust for the benefit of the reporting person's immediate family.
- (5) Exercise and Sale pursuant to Rule 10b5-1 Trading Plan dated March 10, 2014 for options expiring May 5, 2015.

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.