

Cole Keith N
 Form 4
 February 26, 2019

FORM 4

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

OMB APPROVAL

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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 *
 Cole Keith N

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 C/O W. R. GRACE & CO., 7500 GRACE DRIVE

3. Date of Earliest Transaction (Month/Day/Year)
 02/22/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Sr. VP, Govt. Rel. and EHS

(Street)
 COLUMBIA, MD 21044

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock, par value \$0.01 per share | 02/22/2019 | | M | | 1,082 ⁽¹⁾ | A | <u>(2)</u> 9,017 D |
| Common Stock, par value \$0.01 per share | 02/22/2019 | | F | | 528 \$ 77.65 | D | 8,489 D |
| Common Stock, par value \$0.01 per share | 02/25/2019 | | M | | 547 ⁽³⁾ | A | <u>(2)</u> 9,036 D |

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| | | | | | | | |
|--|------------|---|-------|---|----------|--------|---|
| Common Stock, par value \$0.01 per share | 02/25/2019 | F | 264 | D | \$ 77.93 | 8,772 | D |
| Common Stock, par value \$0.01 per share | 02/25/2019 | A | 3,943 | A | \$ 0 | 12,715 | D |
| Common Stock, par value \$0.01 per share | 02/25/2019 | F | 1,884 | D | \$ 77.93 | 10,831 | D |

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

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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 |
| Restricted Stock Units | (4) | 02/22/2019 | | M | 1,082 | (1) (1) | Common Stock 1,082 |
| Employee Stock Options (rights to buy) | \$ 78.115 | 02/25/2019 | | A | 9,633 | (5) 02/25/2029 | Common Stock 9,633 |
| Restricted Stock Units | (4) | 02/25/2019 | | A | 2,240 | (6) (6) | Common Stock 2,240 |
| Restricted Stock Units | (4) | 02/25/2019 | | M | 547 | (3) (3) | Common Stock 547 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Cole Keith N C/O W. R. GRACE & CO. 7500 GRACE DRIVE COLUMBIA, MD 21044 | | | Sr. VP, Govt. Rel. and EHS | |

Signatures

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

02/26/2019

__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) On February 23, 2017, the reporting person was granted 1,575 stock units, vesting annually in three substantially equal installments beginning on February 23, 2018, 525 of these stock units vested and settled on February 22, 2019. On February 22, 2018, the reporting person was granted 1,671 stock units, vesting in three substantially equal installments beginning on February 22, 2019, 557 of these stock units vested and settled on that date.
- (2) Restricted stock units converted into Common Stock on a one-for-one basis.
- (3) On February 25, 2016, the reporting person was granted 1,643 stock units, vesting annually in three substantially equal installments beginning on February 24, 2017, 547 of these stock units vested and settled on February 25, 2019.
- (4) Each Restricted Stock Unit represents a contingent right to receive one share of Common Stock or at the Issuer's election, the cash value thereof.
- (5) Options become exercisable in three substantially equal annual installments beginning on February 25, 2020.
- (6) Restricted Stock Units vest in three substantially equal annual installments beginning on February 25, 2020 and will be settled within 60 days of those vesting dates.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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