

W R GRACE & CO
Form 4
February 10, 2015

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 *
FESTA ALFRED E

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)
02/06/2015

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman and CEO

(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

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)
Common Stock, par value \$0.01 per share ⁽¹⁾	02/06/2015		M	(A) or (D) Amount (2) \$ 27.745	350,517	D	
Common Stock, par value \$0.01 per share ⁽¹⁾	02/06/2015		S	(A) or (D) Amount (3) \$ 100.4714	181,808	D	
Common Stock, par	02/06/2015		S	(A) or (D) Amount (4) \$ 101.1891	158,517	D	

value
\$0.01 per
share ⁽¹⁾

Common
Stock, par
value 02/06/2015
\$0.01 per
share ⁽¹⁾

S 8,000 ⁽⁵⁾ D \$ 102.2818 150,517 D

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.

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(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 Number Shares
Employee Stock Options (rights to buy)	\$ 27.745	02/06/2015		M	200,000	05/05/2013 05/05/2015	Common Stock ⁽¹⁾	200,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FESTA ALFRED E C/O W. R. GRACE & CO. 7500 GRACE DRIVE COLUMBIA, MD 21044	X		Chairman and CEO	

Signatures

Sean E. Dempsey,
Attorney-in-Fact 02/10/2015

**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) Exercise and Sale pursuant to Rule 10b5-1 Trading Plan entered into June 13, 2014, for options expiring May 5, 2015.

(3) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$99.86 to \$100.85, 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 footnotes (3), (4) and (5) to this Form 4.

(4) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$100.87 to \$101.8475, inclusive.

(5) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$101.86 to \$102.58, inclusive.

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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