W R GRACE & CO Form 3

November 06, 2006

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

**OMB APPROVAL** 

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**SECURITIES** Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

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 \*

A Steffen Christopher J

(Last)

(First)

(Middle)

Statement

(Month/Day/Year)

11/01/2006

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

W R GRACE & CO [GRA]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original

Filed(Month/Day/Year)

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

(Street)

(Check all applicable) \_X\_ Director

(give title below) (specify below)

Officer

10% Owner Other

6. Individual or Joint/Group Filing(Check Applicable Line)

\_X\_ Form filed by One Reporting Person

Form filed by More than One

Reporting Person

4. Nature of Indirect Beneficial

COLUMBIA, Â MDÂ 21044

(City) (State)

1. Title of Security (Instr. 4)

(Zip)

2. Amount of Securities Beneficially Owned

(Instr. 4)

Ownership Form:

Table I - Non-Derivative Securities Beneficially Owned

Ownership (Instr. 5) Direct (D)

or Indirect (I) (Instr. 5)

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 1473 (7-02)

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

1. Title of Derivative Security

(Instr. 4)

2. Date Exercisable and **Expiration Date** (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

4. Conversion or Exercise Price of

Ownership Form of Derivative

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Date Exercisable

**Expiration Title** Date

Amount or Number of Shares

Derivative Security

Security: Direct (D) or Indirect (I)

1

(Instr. 5)

## **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

Steffen Christopher J

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

COLUMBIA, MDÂ 21044

## **Signatures**

Michael W. Conron, Attorney-in-fact

\*\*Signature of Reporting Person Date

## **Explanation of Responses:**

No securities are beneficially owned

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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).

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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