## Edgar Filing: W R GRACE & CO - Form 4

W R GRAC Form 4 December 0 <b>FORM</b> Check th if no lon subject t Section Form 4 Form 5 obligation may con <i>See</i> Instr 1(b).	3, 2008 <b>A 4 UNITED</b> his box ger o 16. or Filed pu Section 17	MENT O rsuant to ( (a) of the	Wa F CHAN Section 1 Public U	shington NGES IN SECUI .6(a) of th	, D.C. 20 BENEF RITIES ne Securit ding Con	549 ICIA ties Einpany	L OWN	OMMISSION ERSHIP OF Act of 1934, 1935 or Section	OMB Number: Expires: Estimated a burden hou response		
(Print or Type	-	Person *	2 Issue	r Nama an	d Tieker or	Tradin		5 Relationship of 1	Reporting Pers	son(s) to	
1. Name and Address of Reporting Person <u>*</u> MCGOWAN W BRIAN			Symbol	2. Issuer Name <b>and</b> Ticker or Trading Symbol W R GRACE & CO [GRA]				5. Relationship of Reporting Person(s) to Issuer			
(				3. Date of Earliest Transaction (Month/Day/Year) 12/01/2008				(Check all applicable) <u></u> Director <u></u> 10% Owner <u></u> Officer (give title <u></u> Other (specify below) <u>below</u> ) Senior Vice President			
				mendment, Date Original Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
COLUMBIA, MD 21044 Form filed by More than One Reporting Person							porting				
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative	Securi	ities Acqu	ired, Disposed of,	or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any		3. Transactio Code (Instr. 8)	4. Securit opr Dispos (Instr. 3, 4	ed of (	D)	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)	12/01/2008			Code V P	Amount 20,000	(D) A	Price \$ 3.8221	(instr. 3 and 4) 30,000	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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 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. Transactio Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	;	Date	Amou Unde Secur	le and unt of rlying rities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owno Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
MCGOWAN W BRIAN C/O W.R GRACE CO 7500 GRACE DR COLUMBIA, MD 21044			Senior Vice President					
Signatures								
/s/ Michael W. Conron, Attorney-In-Fact		12/03/	12/03/2008					
**Signature of Reporting Person		Date	e					

## **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 Share 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.

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.