Edgar Filing: W R GRACE & CO - Form 4

W R GRACE & C	CO										
Form 4											
May 08, 2009											
FORM 4			anau			antinar			PPROVAL		
	UNITED	STATES		RITIES A shington	N OMB Number:	3235-0287					
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations	-	suant to S	Estimated burden hou response	Estimated average burden hours per response 0.5							
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940 1(b).											
(Print or Type Respon	ises)										
1. Name and Address of Reporting Person <u>*</u> CORCORAN WILLIAM M			Symbol	er Name and RACE &		C	5. Relationship of Reporting Person(s) to Issuer				
(Last) (I	(Last) (First) (Middle) 3. Date of Earliest Transaction						(Check all applicable)				
C/O W. R. GRACE & CO., 7500 GRACE DRIVE			(Month/Day/Year) 05/07/2009				Director 10% Owner X Officer (give title Other (specify below) below) Vice President				
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 					
COLUMBIA, MI							Person	More than One K	eporung		
(City) (S	State)	(Zip)	Tab	le I - Non-l	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned		
	nsaction Date h/Day/Year)	Execution any	Date, if	3. Transactio Code (Instr. 8) Code V	Disposed (Instr. 3, 4	(A) or 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)		
Reminder: Report on	a separate line	for each cl	ass of sec	urities bene	ficially ow	ned directly (or indirectly				
Kenninder. Keport oli	a separate fille			unities belle	-	-	spond to the colle	ection of	SEC 1474		
					inforn requi	nation cont red to responses ays a curre	ained in this forn ond unless the fo ntly valid OMB co	n are not rm	(9-02)		

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8		Acquired (or Dispose (D) (Instr. 3, 4, and 5)	d of				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 9.785	05/07/2009 <u>(1)</u>		A		35,510		(2)	05/07/2014	Common Stock	35,510

Reporting Owners

Reporting Owner Name / Address		Relat			
	Director	Director 10% Owner Officer		Other	
CORCORAN WILLIAM M C/O W. R. GRACE & CO. 7500 GRACE DRIVE COLUMBIA, MD 21044			Vice Presid	ent	
Signatures					
Michael W. Conron as Attorney-In-Fact		05/08/2			
**Signature of Reporting Person		Date			
Explanation of Po	enon	0001			

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) Granted at a regularly scheduled Board of Directors meeting on May 7, 2009 pursuant to 2009-2011 Long Term Incentive Compensation Program previously approved by the Delaware Bankruptcy Court.
- (2) Options become exercisable in three equal annual installments beginning on May 1, 2011.

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.