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

W R GRACE Form 4	. & CO											
January 17, 2	014											
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION							OMB APPROVAL					
Washington, D.C. 20549							OMB Number:	er: 3235-0287				
Check this box if no longer subject to Section 16. Form 4 or				GES IN F SECURI		CIAI	Expires: January 31 2005 Estimated average burden hours per response 0.5					
Form 5 obligation may contin <i>See</i> Instruct 1(b).	s Section 17	(a) of the l	Public Ut		ing Com	pany	Act o	ge Act of 1934, f 1935 or Sectio 40	n			
(Print or Type R	esponses)											
1. Name and Address of Reporting Person <u>*</u> AKERS JOHN F			2. Issuer Name <b>and</b> Ticker or Trading Symbol W R GRACE & CO [GRA]				g	5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				(Check all applicable)					
(Mo W. R. GRACE & CO., 7500 GRACE 01/ DRIVE				Month/Day/Year) 01/16/2014				X_ Director10% Owner Officer (give title below) Other (specify below)				
Filed(Mc				nendment, Date Original Ionth/Day/Year)				<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>				
COLUMBIA	, MD 21044							Person	viore man one ra	porting		
(City)	(State)	(Zip)	Table	e I - Non-De	erivative S	ecurit	ties Ac	quired, Disposed o	f, or Beneficia	lly Owned		
1.Title of Security (Instr. 3)	curity (Month/Day/Year) Execution Date, if		3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or Code V Amount (D) Price			)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)				
Common Stock, par value $0.01$ per share (1)	01/16/2014			А	1,542	A	\$0	23,343	D			
Common Stock, par value \$0.01 per share (1)								15,196	I	By Trust		

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

Persons who respond to the collection of<br/>information contained in this form are not<br/>required to respond unless the formSEC 1474<br/>(9-02)

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# displays a currently valid OMB control number.

## 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)	4. Transactic Code (Instr. 8)	5. ofNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Title Amou Under Securi (Instr.	nt of lying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owna 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					
AKERS JOHN F W. R. GRACE & CO. 7500 GRACE DRIVE COLUMBIA, MD 21044	Х								
Signatures									
/s/ Michael W. Conron, Attorney-in-Fact	01/17/2014								
**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 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) Such shares are held in a trust established by the issuer for the benefit of certain officers and directors.

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.