Edgar Filing: W R GRACE & CO - Form 4

W R GRAC Form 4												
February 21												
FORM	14_{UNITED}	STATES	SECU	RITIES 4	AND EX	сна	NGE CO	OMMISSION		PROVAL		
		DIAILS			, D.C. 20				OMB Number:	3235-0287		
Check this box if no longer subject to Section 16.			F CHAN	IGES IN SECUI	Expires: Estimated a burden hou	rs per						
Form 4 of Form 5 obligation may con <i>See</i> Instr 1(b).	Filed pur ons Section 17(a) of the 1	Public U	tility Hol		npany	y Act of 1	Act of 1934, 935 or Section	response	0.5		
(Print or Type	Responses)											
								5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First) (I	Middle)		f Earliest T	-]		(Check	all applicable)		
								Director 10% Owner X Officer (give title Other (specify below) below) VP, GC and Secretary				
	(Street)		4. If Am	endment, D	ate Origina	1	e	5. Individual or Joi	nt/Group Filin	g(Check		
COLUMBI	A, MD 21044		Filed(Mo	nth/Day/Yea	ır)		-	Applicable Line) _X_ Form filed by O Form filed by Mo				
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative	Secur		Person	or Beneficial	lv Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any	ed Date, if	3.	4. Securit oror Dispos (Instr. 3, 4	ies Ac ed of (4 and 5 (A)	quired (A) (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	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)	02/19/2014			Code V	Amount 40,590	or (D) A	Price \$ 9.785	(Instr. 3 and 4) 94,090	D			
Common Stock, par value 0.01 per share (1)								9,420.8496	I	By Trust (2)		
Common Stock, par	02/19/2014			S	40,590	D	\$ 98.615	53,500	D			

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value \$0.01 per share $\frac{(1)}{(1)}$					(.	3)				
Common Stock, par value \$0.01 per share (1)							9,420.8496	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 information contained in this form are not required to respond unless the form 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)	3A. Deemed Execution Date, if any (Month/Day/Year)	 4. 5. Number of Transactio/Derivative Code Securities (Month/Day/Year) (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) 6. Date Exercisable and Expiration Date (Month/Day/Year) 			te	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
Employee				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Options (rights to buy)	\$ 9.785	02/19/2014		М		40,590	05/07/2012	05/07/2014	Common Stock (1)	40,590

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Shelnitz Mark A C/O W. R. GRACE & CO. 7500 GRACE DRIVE COLUMBIA, MD 21044			VP, GC and Secretary				
Signatures							
/s/ Mark A.							

Shelnitz 02/21/2014

<u>**</u>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) Such shares are held in a trust established by the issuer for the benefit of certain officers and directors.

The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$98.45 to \$99.005, inclusive. The reporting person undertakes to provide W. R. Grace & Co, any security holder of W. R. Grace & Co., or the

(3) staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

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.