Edgar Filing: W R GRACE & CO - Form 4

| W R GRACE & C | CO | | | | | | | | | | |
|---|---|---|--|--|---------------------------|--|--|--|--|---|--|
| Form 4 | | | | | | | | | | | |
| May 12, 2014 | | | | | | | | | | | |
| FORM 4 | | | | | | | | | OMB A | PPROVAL | |
| | UNITED | STATES | | RITIES A | | | | COMMISSIO | N OMB Number: | 3235-0287 | |
| Check this box | | | | U | · | | | | Expires: | January 31, | |
| if no longer subject to Section 16. Form 4 or | | | | SECU | | WNERSHIP OF | Estimated burden hou response | urs per | | | |
| Form 5 obligations may continue. <i>See</i> Instruction 1(b). | Filed pur Section 17(| suant to S a) of the I 30(h) | | | | | | | | | |
| (Print or Type Respon | ises) | | | | | | | | | | |
| 1. Name and Address Cole Keith N | Person <u>*</u> | 2. Issuer Name and Ticker or Trading Symbol W R GRACE & CO [GRA] | | | | | 5. Relationship of Reporting Person(s) to Issuer | | | | |
| | First) (I | Middle) | | | Ľ | - | | (Che | eck all applicabl | e) | |
| (Last) (1 C/O W. R. GRAC GRACE DRIVE | 3. Date of Earliest Transaction (Month/Day/Year)05/08/2014 | | | | | Director 10% Owner X Officer (give title Other (specify below) below) VP, Govt. Relations and EHS | | | | | |
| (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 | D 21044 | | | | | | | Person | | epotting | |
| (City) (S | State) | (Zip) | Tab | le I - Non- | Derivat | ive Se | curities A | Acquired, Disposed | of, or Beneficia | lly Owned | |
| | nsaction Date th/Day/Year) | 2A. Deemo Execution any (Month/Da | Date, if | 3. Transactio Code (Instr. 8) Code V | Dispos (Instr. | red (A) sed of 3, 4 ar (A o | (D) nd 5) A) r | 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 sect | urities bene | Per info req dis | rsons ormat juired | who restion cont to respond a currest | or indirectly. spond to the colle tained in this forn ond unless the fo ntly valid OMB co | n are not rm | SEC 1474 (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 | 6. Date Exercisable and | 7. Title and Amount of | 8 |
|-------------|-------------|---------------------|--------------------|------------|-----------------|-------------------------|------------------------|---|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transactio | onof Derivative | Expiration Date | Underlying Securities | Ε |
| Security | or Exercise | | any | Code | Securities | (Month/Day/Year) | (Instr. 3 and 4) | S |

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| (Instr. 3) | Price of Derivative Security | | (Month/Day/Year) | (Instr. | 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | | | | |
|--|------------------------------------|-----------------------|------------------|---------|----|---|-----|---------------------|--------------------|-----------------|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Options (rights to buy) | \$ 92.77 | 05/08/2014 <u>(1)</u> | | A | | 8,623 | | (2) | 05/08/2019 | Common Stock | 8,623 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | | | |
|---|---------------|------------|-----------------------------------|-------|--|--|--|--|--|
| | Director | 10% Owner | Officer | Other | | | | | |
| Cole Keith N C/O W. R. GRACE & CO. 7500 GRACE DRIVE COLUMBIA, MD 21044 | | | VP, Govt. Relations and EHS | | | | | | |
| Signatures | | | | | | | | | |
| /s/ Michael W. Conron, Attorney-in-Fact | | 05/12/2014 | | | | | | | |
| <u>**Signature of Reporting Person</u> | | Date | | | | | | | |

<u>**Signature of Reporting Person</u> 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 Compensation Committee meeting on May 8, 2014.

(2) Options become exercisable in three substantially equal annual installments beginning on May 8,2015; May 6, 2016; and May 8, 2017.

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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