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

WR GRACE & CO       Form 4       Otober 27, 2014       OMB APPROVAL         FORM 4       UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549       OMB APPROVAL         Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).       STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES       OMB APPROVAL         Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, ection 17(a) of the Public Utility Holding Company Act of 1935 or Section 16(b).       State of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940											
(Print or Type Responses)											
			8					5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle)			3. Date of Earliest Transaction					(Check all applicable)			
				-4/2014 -				_X_ Director 10% Owner _X_ Officer (give title Other (specify below) below) Chairman and CEO			
Filed(Mc				Ionth/Day/Year) A				<ul> <li>D. 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>			
(Citr) Person (Citr)											
1.Title of				ole I - Non- 3.			_	<b>red, Disposed of,</b> 5. Amount of	or Beneficial	y <b>Owned</b> 7. Nature of	
Security (Instr. 3)	(Month/Day/Year)	ansaction Date 2A. Deemed hth/Day/Year) Execution Date, if any (Month/Day/Year)			Transaction Disposed of (D) Code (Instr. 3, 4 and 5)				Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect Beneficial Ownership (Instr. 4)	
Common				Code V	Amount	(D)	Price	(Instr. 3 and 4)			
Stock, par value $\$0.01$ per share $(1)$	10/24/2014			М	62,500 (2)	A	\$ 27.745	213,017	D		
Common Stock, par value \$0.01 per share (1)	10/24/2014			S	60,000 ( <u>3)</u>	D	\$ 89.6651	153,017	D		
Common Stock, par	10/24/2014			S	2,500 (4)	D	\$ 90.1659	150,517	D		

value \$0.01 per share (1)

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. Transactio Code (Instr. 8)	ionDerivative Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Options (rights to buy)	\$ 27.745	10/24/2014		М		62,500	05/05/2013	05/05/2015	Common Stock (1)	62,500

## **Reporting Owners**

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
FESTA ALFRED E C/O W. R. GRACE & CO. 7500 GRACE DRIVE COLUMBIA, MD 21044	Х		Chairman and CEO					
Signatures								
Sean E. Dempsey, Attorney-in-Fact		10/27/2014						
**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).

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- (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) Exercise and Sale pursuant to Rule 10b5-1 Trading Plan for options granted May 5, 2010 and expiring May 5, 2015.

The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$89.13 to \$90.12, inclusive. The reporting person undertakes to provide W. R. Grace & Co, any security holder of W. R. Grace & Co., or the

- (3) to \$90.12, inclusive. The reporting person undertakes to provide w. R. Grace & Co, any security holder of w. R. Grace & Co., of the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (3) and (4) to this Form 4.
- (4) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from 90.13 to 90.25, inclusive.

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.