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

WDCDACE & CO

Form 4 March 09, 20											
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION								OMB APPROVAL			
Washington, D.C. 20549						OMMISSION	OMB Number:	3235-0287			
Check th if no long	oer									January 31, 2005	
subject to Section 1 Form 4 c	o <b>STATEN</b> 16. or	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES									
Form 5 obligations may continue. See Instruction 1(b). Filed pursuant to Section 16(a) of the Securities Exchange Act of 1935 Section 17(a) of the Public Utility Holding Company Act of 1935 or Sec 30(h) of the Investment Company Act of 1940							1935 or Section	I			
(Print or Type ]	Responses)										
1. Name and Address of Reporting Person <u>*</u> Gulyas Diane H.			2. Issuer Name <b>and</b> Ticker or Trading Symbol W R GRACE & CO [GRA]					5. Relationship of Reporting Person(s) to Issuer			
								(Check all applicable)			
(Last) (First) (Middle) C/O W. R. GRACE & CO., 7500 GRACE DRIVE			<ul><li>3. Date of Earliest Transaction (Month/Day/Year)</li><li>03/06/2015</li></ul>					X_ Director10% Owner Officer (give titleOther (specify below)below)			
(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			
COLUMBI	A, MD 21044							Form filed by M Person	ore than One Rej	porting	
(City)	(State)	(Zip)	Tabl	e I - Non-E	Derivative	Secu	rities Acqu	uired, Disposed of,	or Beneficiall	y Owned	
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deem Execution any (Month/Day/Year)		a Date, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)			d of (D)	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
_				Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(111511. 4)		
Common Stock, par value 0.01  per share $(1)$	03/06/2015			Р	2,000	A	\$ 98.282 (2)	3,000	D		

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

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 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. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amou Unde Secur	le and unt of rlying rities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne 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				
Gulyas Diane H. C/O W. R. GRACE & CO. 7500 GRACE DRIVE COLUMBIA, MD 21044	Х							
Signatures								
/s/ Sean E. Dempsey, Attorney-in-Fact	03/09/2015							
<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) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$92.248 to \$92.289, inclusive. The reporting person undertakes to provide W. R. Grace & Co, any security holder of W. R. Grace & Co., or the 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.