

W R GRACE & CO  
Form 4  
April 30, 2015

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
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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**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
La Force Andrew Hudson III

(Last) (First) (Middle)  
C/O W. R. GRACE & CO., 7500  
GRACE DRIVE  
(Street)

COLUMBIA, MD 21044

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
W R GRACE & CO [GRA]

3. Date of Earliest Transaction  
(Month/Day/Year)  
04/29/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Sr. VP and CFO

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3)                         | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 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) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
|   |                                      |  | Code                           | V   | Amount  | (D)  | Price   |
| Common Stock, par value \$0.01 per share <sup>(1)</sup> | 04/29/2015                           |  | M                              |   | 20,000  | A  | \$ 27.745 70,000                                      |
| Common Stock, par value \$0.01 per share <sup>(1)</sup> | 04/29/2015                           |  | S                              |   | 20,000  | D  | \$ 97.1523 50,000 <sup>(2)</sup>                      |
| Common Stock, par                                       | 04/30/2015                           |  | M                              |   | 20,000  | A  | \$ 27.745 70,000                                      |

value  
\$0.01 per  
share <sup>(1)</sup>

Common  
Stock, par  
value 04/30/2015  
\$0.01 per  
share <sup>(1)</sup>

S 20,000 D \$ 97.03  
(3) 50,000 D

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.**

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 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. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 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  | 04/29/2015                           |  | M                              | 20,000<br><u>(4)</u>  | 05/05/2013 05/05/2015                                    | Common Stock <sup>(1)</sup> 20,000                            |
| Employee Stock Options (rights to buy)     | \$ 27.745  | 04/30/2015                           |  | M                              | 20,000<br><u>(4)</u>  | 05/05/2013 05/05/2015                                    | Common Stock <sup>(1)</sup> 20,000                            |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                |       |
|---|---------------|-----------|----------------|-------|
|   | Director      | 10% Owner | Officer        | Other |
| La Force Andrew Hudson III<br>C/O W. R. GRACE & CO.<br>7500 GRACE DRIVE |               |           | Sr. VP and CFO |       |

COLUMBIA, MD 21044

## Signatures

/s/ Sean E. Dempsey,  
Attorney-in-Fact

04/30/2015

\_\_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.  
  
The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$96.5975 to \$97.55, 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 ranges set forth in footnotes (2) and (3) to this Form 4.
- (2) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$96.87 to \$97.40, inclusive.
- (3) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$96.87 to \$97.40, inclusive.
- (4) Exercise and Sale pursuant to Rule 10b5-1 Trading Plan for options granted May 5, 2010 and expiring May 5, 2015.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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