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W R GRAC Form 4	E & CO									
February 29								0145.4		
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549									PPROVAL 3235-0287	
Check th										
if no lon subject t Section Form 4 o Form 5	or STATEN	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES								
obligatio may con See Instr 1(b).	ons Section 17((a) of the l	Public U	Jtility Hol	ding Cor		nge Act of 1934, c of 1935 or Section 1940	on		
(Print or Type	Responses)									
1. Name and A Brown Eliz	Symbol	er Name an RACE &			5. Relationship of Reporting Person(s) to Issuer					
(Last)	(First) (Middle)		of Earliest T	-	(Che	heck all applicable)			
C/O W. R. GRACE & CO., 7500 GRACE DRIVE			(Month/Day/Year) 02/25/2016				Director 10% Owner X Officer (give title Other (specify below) below) VP and CHRO			
(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 			
COLUMBI	A, MD 21044						Person	wore than one R	eporting	
(City)	(State)	(Zip)	Tab	ole I - Non-J	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Date, if	3. Transactic Code (Instr. 8) Code V	4. Securit mAcquired Disposed (Instr. 3, 4)	(A) or of (D) 4 and 5) (A) or	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: Re	port on a separate line	e for each cl	ass of sec	urities bene	ficially ow	ned directly	or indirectly.			
	port on a separate find				Perso inform requir	ns who re nation con red to resp ays a curre	spond to the colle tained in this form 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 of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	((Acquired or Dispose (D) (Instr. 3, 4 and 5)	ed of				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Options (rights to buy)	\$ 68.47	02/25/2016		А		14,568		<u>(1)</u>	02/25/2021	Common Stock (2)	14,568
Restricted Stock Units	<u>(3)</u>	02/25/2016		A		2,556		<u>(4)</u>	(4)	Common Stock (2)	2,556

Reporting Owners

Reporting Owner Name / Address	Relationships							
Reporting o when runne / runness	Director	10% Owner	Officer	Other				
Brown Elizabeth C C/O W. R. GRACE & CO. 7500 GRACE DRIVE COLUMBIA, MD 21044			VP and CHRO					
Signatures								
/s/ Sean E. Dempsey,		02/29/20	016					

Attorney-in-Fact

**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) Options become exercisable in three substantially equal annual installments beginning on February 24, 2017.
- (2) 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.
- (3) Each Restricted Stock Unit represents a contingent right to receive one share of Common Stock or at the Issuer's election, the cash value thereof.
- (4) Restricted Stock Units vest in three substantially equal annual installments beginning on February 24, 2017 and will be settled within 60 days of those vesting dates.

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.