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W R GRAC	E & CO											
Form 4												
May 12, 201	6											
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION								OMB AF	OMB APPROVAL			
		SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549					OMB Number:	3235-0287				
Check th if no long subject to Section 1 Form 4 o Form 5	ger STATEN 6. or	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES								January 31, 2005 verage s per 0.5		
obligatio may cont See Instru 1(b).	ns Section 17	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 I	Responses)											
1. Name and Address of Reporting Person <u>*</u> Gulyas Diane H.			2. Issuer Name and Ticker or Trading Symbol W R GRACE & CO [GRA]					5. Relationship of Reporting Person(s) to Issuer				
(I t)	(First)							(Check all applicable)				
			3. Date of Earliest Transaction (Month/Day/Year) 05/11/2016					X_ Director 10% Owner Officer (give title Other (specify below) below)				
				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	le I - Non-I	Derivative	Secu	ities Acqu	uired, Disposed of,	or Beneficiall	y Owned		
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date, i any (Month/Day/Year)		n Date, if	Code (Instr. 3, 4 and 5) r) (Instr. 8)				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)			
Common Stock, par				Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)				
value $\$0.01$ per share (1)	05/11/2016			Р	1,000	Α	^ф 78.334	6,349	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.

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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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactio 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 int of rlying ities . 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	05/12/2016							
**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.

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.