

W R GRACE & CO  
Form 4  
April 29, 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 \*  
Shelnitz Mark A

(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)  
04/27/2015

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)  
VP, GC and Secretary

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>	04/27/2015		M		21,000	A	\$ 27.745
Common Stock, par value \$0.01 per share <sup>(1)</sup>					9,420.8496	I	
Common Stock, par value \$0.01 per share <sup>(1)</sup>	04/27/2015		S		21,000	D	\$ 97.1043

By Trust <sup>(2)</sup>

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value					(3)		
\$0.01 per share (1)							
Common Stock, par value \$0.01 per share (1)						9,420.8496	I
							By Trust (2)
Common Stock, par value \$0.01 per share (1)	04/28/2015		M	21,000	A	\$ 27.745	74,500
							D
Common Stock, par value \$0.01 per share (1)						9,420.8496	I
							By Trust (2)
Common Stock, par value \$0.01 per share (1)	04/28/2015		S	21,000	D	\$ 96.9821	53,500
						(4)	D
Common Stock, par value \$0.01 per share (1)						9,420.8496	I
							By Trust (2)

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

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(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

Employee  
Stock  
Options  
(rights to  
buy)

\$ 27.745 04/27/2015

M

21,000  
(5)

05/05/2013 05/05/2015

Common  
Stock (1)

21,000

Employee  
Stock  
Options  
(rights to  
buy)

\$ 27.745 04/28/2015

M

21,000  
(5)

05/05/2013 05/05/2015

Common  
Stock (1)

21,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Shelnitz Mark A C/O W. R. GRACE & CO. 7500 GRACE DRIVE COLUMBIA, MD 21044			VP, GC and Secretary	

## Signatures

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

04/29/2015

\*\*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 Share 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) Such shares are held in a "Rabbi Trust" established by the issuer for the benefit of certain officers and directors.
- (3) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$96.825 to \$97.38, 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 (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 \$96.525 to \$97.23, inclusive.
- (5) 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. 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.