

W R GRACE & CO
Form 4
May 05, 2016

FORM 4

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

OMB APPROVAL

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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)
05/03/2016

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)
Common Stock, par value \$0.01 per share ⁽¹⁾	05/03/2016		M	17,405 A	\$ 34.03 72,360	D	
Common Stock, par value \$0.01 per share ⁽¹⁾					11,700.1544 ⁽²⁾	I	By Trust
Common Stock, par	05/03/2016		S	15,353 D	\$ 57,007 76.7107	D	

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value						<u>(3)</u>		
\$0.01 per share <u>(1)</u>								
Common Stock, par value						11,700.1544	I	By Trust
\$0.01 per share <u>(1)</u>						<u>(2)</u>		
Common Stock, par value	05/03/2016	S	2,052	D	\$ 77.6911	54,955	D	
\$0.01 per share <u>(1)</u>					<u>(4)</u>			
Common Stock, par value						11,700.1544	I	By Trust
\$0.01 per share <u>(1)</u>						<u>(2)</u>		
Common Stock, par value	05/04/2016	M	17,405	A	\$ 34.03	72,360	D	
\$0.01 per share <u>(1)</u>								
Common Stock, par value						11,700.1544	I	By Trust
\$0.01 per share <u>(1)</u>						<u>(2)</u>		
Common Stock, par value	05/04/2016	S	17,405	D	\$ 76.5177	54,955	D	
\$0.01 per share <u>(1)</u>					<u>(5)</u>			
Common Stock, par value						11,700.1544	I	By Trust
\$0.01 per share <u>(1)</u>						<u>(2)</u>		

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)

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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.

- (5) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$76.0500 to \$76.8550, 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.

- (6) Options became exercisable in three substantially equal annual installments beginning on May 4, 2012.

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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