#### W R GRACE & CO Form 3 April 03, 2008 UNITED STATES SECURITIES AND EXCHANGE COMMISSION FORM 3 Washington, D.C. 20549 OMB

### **INITIAL STATEMENT OF 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

#### OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person <u>*</u> La Force Andrew Hudson III	2. Date of Event Requiring Statement (Month/Day/Year)	<ul> <li>3. Issuer Name and Ticker or Trading Symbol</li> <li>W R GRACE &amp; CO [GRA]</li> </ul>					
(Last) (First) (Middle)	04/01/2008	4. Relationship of Reporting Person(s) to Issuer5. If Amendment, Date Original Filed(Month/Day/Year)					
C/O W. R. GRACE & CO., 7500 GRACE DRIVE		(Check all applicable)					
(Street)		Director       10% Owner       6. Individual or Joint/Group         _X_Officer       Other       Filing(Check Applicable Line)         (give title below)       (specify below)       _X_Form filed by One Reporting         Senior Vice President       Person					
COLUMBIA, MD 21044		Form filed by More than One Reporting Person					
(City) (State) (Zip)	Table I - N	Non-Derivative Securities Beneficially Owned					
1.Title of Security (Instr. 4)							
Reminder: Report on a separate line for ea owned directly or indirectly.	ch class of securities benefici	ially SEC 1473 (7-02)					
information conta required to respo	ained in this form are not nd unless the form displ						
Table II - Derivative Security	rities Beneficially Owned (e.	.g., puts, calls, warrants, options, convertible securities)					
1.Title of Security (Instr. 4)       2. Amount of Securities Beneficially Owned (Instr. 4)       3.       4. Nature of Indirect Beneficial Ownership Form: (Instr. 5)         Reminder: Report on a separate line for each class of securities beneficially       SEC 1473 (7.02)							

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security		4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date	Expiration	(Instr. 4) Title	Amount or	Price of Derivative	Derivative Security:	
	Exercisable	Date	The	Number of Shares	Security	Direct (D) or Indirect (I)	

(Instr. 5)

# **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships				
	Director	10% Owner	Officer	Other	
La Force Andrew Hudson III C/O W. R. GRACE & CO. 7500 GRACE DRIVE COLUMBIA, MD 21044	Â	Â	Senior Vice President	Â	
Signatures					
/s/ Hudson La 04/0 Force III	03/2008				
<u>**</u> Signature of Reporting Person	Date				

## **Explanation of Responses:**

### No securities are beneficially owned

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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).

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.