

W R GRACE & CO
Form 4
February 08, 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 *
FESTA ALFRED E

(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)
02/04/2016

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)
Chairman and CEO

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 Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Price | | | |
| Common Stock, par value \$0.01 per share ⁽¹⁾ | | | | | 150,517 | D | |

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

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SEC 1474 (9-02)

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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. 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) | 8. Fair Value of Derivative Security (Instr. 3) | |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Options (rights to buy) ⁽²⁾ | \$ 34.03 | | | | | ⁽³⁾ 05/05/2016 | Common Stock ⁽¹⁾ | 262,857 | |
| Employee Stock Options (rights to buy) ⁽²⁾ | \$ 39.02 | | | | | ⁽⁴⁾ 06/28/2017 | Common Stock ⁽¹⁾ | 161,121 | |
| Employee Stock Options (rights to buy) ⁽²⁾ | \$ 61.73 | | | | | ⁽⁵⁾ 05/02/2018 | Common Stock ⁽¹⁾ | 90,492 | |
| Employee Stock Options (rights to buy) ⁽²⁾ | \$ 74.7 | | | | | ⁽⁶⁾ 05/08/2019 | Common Stock ⁽¹⁾ | 91,127 | |
| Employee Stock Options (rights to buy) ⁽²⁾ | \$ 77.31 | | | | | ⁽⁷⁾ 05/07/2020 | Common Stock ⁽¹⁾ | 137,447 | |
| Restricted Stock Units ⁽²⁾ | ⁽⁸⁾ | | | | | ⁽⁹⁾ ⁽¹⁰⁾ | Common Stock ⁽¹⁾ | 27,489 | |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

FESTA ALFRED E
C/O W. R. GRACE & CO.
7500 GRACE DRIVE
COLUMBIA, MD 21044

X

Chairman and CEO

Signatures

/s/ Michael W. Conron,
Attorney-in-Fact

02/08/2016

__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.
- (2) Adjusted on February 4, 2016 pursuant to the Employee Matters Agreement as described in the Remarks below.
- (3) Options become exercisable in three substantially equal annual installments beginning on May 4, 2012; May 3, 2013; and May 5, 2014.
- (4) Options become exercisable in three substantially equal annual installments beginning on June 28, 2013; June 27, 2014; and June 26, 2015.
- (5) Options become exercisable in three substantially equal annual installments beginning on May 2, 2014; May 1, 2015; and May 2, 2016.
- (6) Options become exercisable in three substantially equal annual installments beginning on May 8, 2015; May 6, 2016; and May 8, 2017.
- (7) Options become exercisable in three substantially equal annual installments beginning on May 6, 2016; May 5, 2017; and May 7, 2018.
- (8) Each RSU represents a contingent right to receive one share of Grace common stock.
- (9) Restricted stock units vest on May 7, 2018.
- (10) Not Applicable

Remarks:

The terms of each of the reporting person's outstanding options and restricted stock unit awards were adjusted pursuant to the

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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