

W R GRACE & CO

Form 4

February 27, 2017

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 *
 Blaser Thomas 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)
 02/23/2017

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)

Senior VP and CFO

6. Individual or Joint/Group Filing(Check
 Applicable Line)
 ____X____ 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)	
			Code	V	Amount (A) or (D)	Price		
Common Stock, par value \$0.01 per share ⁽¹⁾	02/24/2017		M		913	A <u>2</u>	1,413	D
Common Stock, par value \$0.01 per share ⁽¹⁾	02/24/2017		F		501	D \$ 71.05	912	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**

SEC 1474
 (9-02)

required to respond unless the form displays a currently valid OMB control number.

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 of Shares
Employee Stock Options (rights to buy)	\$ 71.41	02/23/2017		A	14,441	(3) 02/23/2022	Common Stock (1) 14,441
Restricted Stock Units	(4)	02/23/2017		A	2,626	(5) (5)	Common Stock (1) 2,626
Restricted Stock Units	(4)	02/24/2017		M	913	(6) (6)	Common Stock (1) 913

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Blaser Thomas E C/O W. R. GRACE & CO. 7500 GRACE DRIVE COLUMBIA, MD 21044	Senior VP and CFO

Signatures

/s/ Sean E. Dempsey,
Attorney-in-Fact 02/27/2017

__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.

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- (2) Restricted stock units converted into Common Stock on a one-for-one basis.
- (3) Options become exercisable in three substantially equal annual installments beginning on February 23, 2018.
- (4) Each Restricted Stock Unit represents a contingent right to receive one share of Common Stock or at the Issuer's election, the cash value thereof.
- (5) Restricted Stock Units vest in three substantially equal annual installments beginning on February 23, 2018 and will be settled within 60 days of those vesting dates.
- (6) Restricted Stock Units vest in three substantially equal annual installments beginning on February 24, 2017 and will be settled within 60 days of those vesting dates.

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.