FESTA ALFRED E
Form 4
February 26, 2019

FORM 4

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

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

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).

(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)
02/22/2019

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value $0.01 per share	02/22/2019		M		15,480 (1)	A	(2)	310,176	D	
Common Stock, par value $0.01 per share	02/22/2019		F		7,065	D	$ 77.65	303,111	D	
Common Stock, par value $0.01 per share	02/25/2019		M		5,172 (3)	A	(2)	308,283	D	

Common Stock, par value $0.01 per share	02/25/2019		F	2,333	D	$ 77.93	305,950	D
Common Stock, par value $0.01 per share	02/25/2019		A	37,242	A	$ 0	343,192	D
Common Stock, par value $0.01 per share	02/25/2019		F	16,797	D	$ 77.93	326,395	D

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)

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. D Se (In
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(4)	02/22/2019		M			15,480	(1)	(1)	Common Stock	15,480	
Restricted Stock Units	(4)	02/25/2019		M			5,172	(3)	(3)	Common Stock	5,172	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FESTA ALFRED E C/O W. R. GRACE & CO. 7500 GRACE DRIVE	X			

COLUMBIA, MD 21044

Signatures

/s/ Sean E. Dempsey, Attorney-in-Fact — 02/26/2019

**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) On February 23, 2017, the reporting person was granted 14,879 stock units, vesting annually in three substantially equal installments beginning on February 23, 2018, 4,960 of these stock units vested and settled on February 22, 2019. On February 22, 2018, the reporting person was granted 31,559 stock units, vesting in three substantially equal installments beginning on February 22, 2019, 10,520 of these stock units vested and settled on that date.

(2) Restricted stock units converted into Common Stock on a one-for-one basis.

(3) On February 25, 2016, the reporting person was granted 15,518 stock units, vesting annually in three substantially equal installments beginning on February 24, 2017, 5,172 of these stock units vested and settled on February 25, 2019.

(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.

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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