

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

2. Issuer Name and Ticker or Trading Symbol  
W R GRACE & CO [GRA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
C/O W. R. GRACE & CO., 7500  
GRACE DRIVE  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/03/2016

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
VP, GC and Secretary

COLUMBIA, MD 21044

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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

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|  |            |   |        |   |                |                 |   |          |
|--|------------|---|--------|---|----------------|-----------------|---|----------|
| value  |            |   |        |   |                | (3)             |   |          |
| \$0.01 per share (1)                         |            |   |        |   |                |                 |   |          |
| Common Stock, par value \$0.01 per share (1) |            |   |        |   |                | 11,700.1544 (2) | I | By Trust |
| Common Stock, par value \$0.01 per share (1) | 05/03/2016 | S | 2,052  | D | \$ 77.6911 (4) | 54,955          | D |          |
| Common Stock, par value \$0.01 per share (1) |            |   |        |   |                | 11,700.1544 (2) | I | By Trust |
| Common Stock, par value \$0.01 per share (1) | 05/04/2016 | 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 value \$0.01 per share (1) | 05/04/2016 | S | 17,405 | D | \$ 76.5177 (5) | 54,955          | D |          |
| Common Stock, par value \$0.01 per share (1) |            |   |        |   |                | 11,700.1544 (2) | I | By Trust |

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

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

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| 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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Employee Stock Options (rights to buy)     | \$ 34.03   | 05/03/2016                           |  | M                              | 17,405  | <u>(6)</u> 05/05/2016                                    | Common Stock <u>(1)</u>                                       | 17,405                     |
| Employee Stock Options (rights to buy)     | \$ 34.03   | 05/04/2016                           |  | M                              | 17,405  | <u>(6)</u> 05/05/2016                                    | Common Stock <u>(1)</u>                                       | 17,405                     |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                      |       |
|--|---------------|-----------|----------------------|-------|
|  | Director      | 10% Owner | Officer              | Other |
| Shelnitz Mark A<br>C/O W. R. GRACE & CO.<br>7500 GRACE DRIVE<br>COLUMBIA, MD 21044 |               |           | VP, GC and Secretary |       |

## Signatures

/s/ Sean E. Dempsey,  
Attorney-in-Fact

05/05/2016

\*\*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) Includes 11,700.1544 shares of common stock beneficially owned by Mr. Shelnitz that will settle upon his termination of service.
  - (3) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$76.3375 to \$77.3350, 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.
  - (4) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$77.3650 to \$77.8200, inclusive. The reporting person undertakes to provide W. R. Grace & Co, any security holder of W. R. Grace &

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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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