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W R GRACE & CO
Form 8-K
August 14, 2002

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D. C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the

Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): August 13, 2002

W. R. GRACE & CO.

(Exact name of registrant as specified in its charter)

Delaware

1-13953

65-0773649

(State or other jurisdiction
of incorporation)

(Commission File Number)

(IRS Employer
Identification No.)

7500 Grace Drive, Columbia, Maryland 21044

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: 410/531-4000

(Former name or former address, if changed since last report)

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Item 9. Regulation FD Disclosure.

On August 13, 2002, the principal executive officer and the principal financial officer of W. R. Grace & Co. each submitted to the Securities and Exchange Commission a statement under oath relating to Grace's 2001 Annual Report on Form 10-K, Quarterly Report on Form 10-Q for the three months ended March 31, 2002, and Quarterly Report on Form 10-Q for the three months ended June 30, 2002. The statements are filed as exhibits hereto and are incorporated by reference herein.

SIGNATURES

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Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed by the undersigned, thereunto duly authorized.

W. R. GRACE & CO.

(Registrant)

By /s/ Mark A. Shelnitz

Mark A. Shelnitz
Secretary

Dated: August 14, 2002

W. R. GRACE & CO.

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Exhibit Index

Exhibit No. -----	Description -----
99.1	Statement Under Oath of Paul J. Norris, Principal Executive Officer, Regarding Facts and Circumstances Relating to Exchange Act Filings
99.2	Statement Under Oath of Robert M. Tarola, Principal Financial Officer, Regarding Facts and Circumstances Relating to Exchange Act Filings