

W R GRACE & CO
Form 3
March 08, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â Poling Gregory E
(Last) (First) (Middle)

C/O W. R. GRACE &
CO., Â 7500 GRACE DRIVE

(Street)

COLUMBIA, Â MD Â 21044

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
03/03/2005

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer ___ Other
(give title below) (specify below)
VP & Pres., Davison Chemicals

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

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 Beneficially Owned

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned (Instr. 4)

3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)

4. Nature of Indirect Beneficial Ownership (Instr. 5)

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and Expiration Date (Month/Day/Year)

Date Exercisable Expiration Date

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

Title Amount or Number of Shares

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)

6. Nature of Indirect Beneficial Ownership (Instr. 5)

(Instr. 5)

Employee Stock Options (rights to buy)	03/06/1999	03/05/2006	Common Stock ⁽¹⁾	14,659	\$ 11.45	D	Â
Employee Stock Options (right to buy)	03/05/2000	03/04/2007	Common Stock	10,789	\$ 12.04	D	Â
Employee Stock Options (rights to buy)	04/01/2001	03/31/2008	Common Stock	50,000	\$ 19.47	D	Â
Employee Stock Options (rights to buy)	05/10/2003	05/09/2010	Common Stock	35,000	\$ 13.47	D	Â
Employee Stock Options (rights to buy)	03/08/2004	03/07/2011	Common Stock	16,500	\$ 2.4	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Poling Gregory E C/O W. R. GRACE & CO. 7500 GRACE DRIVE COLUMBIA, MD 21044	Â	Â	Â VP & Pres., Davison Chemicals	Â

Signatures

/s/ Mark A. Shelnitz,
Attorney-in-Fact

03/08/2005

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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 Share 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.

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.