

W R GRACE & CO

Form 4/A

February 08, 2016

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Shelnitz Mark A

(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)

02/04/2016

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

02/08/2016

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

VP, GC and Secretary

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)
Common Stock, par value \$0.01 per share ⁽¹⁾				(A) or (D)	53,500	D	
Common Stock, par value \$0.01 per share ⁽¹⁾				(A) or (D)	11,700.1544 ⁽²⁾	I	By Trust

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)		8. Pri Deriv Secur (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee Stock Options (rights to buy) ⁽³⁾	\$ 34.03					⁽⁴⁾	05/05/2016	Common Stock ⁽¹⁾	34,810	
Employee Stock Options (rights to buy) ⁽³⁾	\$ 39.02					⁽⁵⁾	06/28/2017	Common Stock ⁽¹⁾	26,853	
Employee Stock Options (rights to buy) ⁽³⁾	\$ 61.73					⁽⁶⁾	05/02/2018	Common Stock ⁽¹⁾	13,451	
Employee Stock Options (rights to buy) ⁽³⁾	\$ 74.7					⁽⁷⁾	05/08/2019	Common Stock ⁽¹⁾	11,792	
Employee Stock Options (rights to buy) ⁽³⁾	\$ 77.31					⁽⁸⁾	05/07/2020	Common Stock ⁽¹⁾	17,787	
Restricted Stock Units ⁽³⁾	⁽⁹⁾					⁽¹⁰⁾	⁽¹¹⁾	Common Stock ⁽¹⁾	3,557	

Reporting Owners

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

Signatures

Michael W. Conron,
Attorney-in-Fact

02/08/2016

__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 Mr. Shelnitz's termination of service.
- (3) Adjusted on February 4, 2016 pursuant to the Employee Matters Agreement as described in the Remarks below.
- (4) Options become exercisable in three substantially equal annual installments beginning on May 4, 2012; May 3, 2013; and May 5, 2014.
- (5) Options become exercisable in three substantially equal annual installments beginning on June 28, 2013; June 27, 2014; and June 26, 2015.
- (6) Options become exercisable in three substantially equal annual installments beginning on May 2, 2014; May 1, 2015; and May 2, 2016.
- (7) Options become exercisable in three substantially equal annual installments beginning on May 8, 2015; May 6, 2016; and May 8, 2017.
- (8) Options become exercisable in three substantially equal annual installments beginning on May 6, 2016; May 5, 2017; and May 7, 2018.
- (9) Each RSU represents a contingent right to receive one share of Grace common stock.
- (10) The RSUs vest in one installment on May 7, 2018.
- (11) Not Applicable

Remarks:

The terms of each of the reporting person's outstanding options and restricted stock unit awards were adjusted pursuant to the

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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