

W R GRACE & CO  
Form 4  
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  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Dockman William C.

(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)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)

VP and Controller

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<br>Security<br>(Instr. 3)                            | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|--|---|---|--------------------------------------|--|--|--|---|
| Common<br>Stock, par<br>value \$0.01<br>per share <sup>(1)</sup> |   |   | Code                                 | V Amount (D) Price   | 100  | D  |   |

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  
required to respond unless the form  
displays a currently valid OMB control  
number.**

SEC 1474  
(9-02)

# Edgar Filing: W R GRACE & CO - Form 4

**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. Price or Value of Derivative Security (Instr. 3 and 4) |
|---|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|----------------------------|---|
|   |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date | Title   | Amount or Number of Shares |   |
| Employee Stock Option (rights to buy) <sup>(2)</sup>  | \$ 39.02   |                                      |  |                                |   | <sup>(3)</sup>   | 06/28/2017      | Common Stock <sup>(1)</sup>                                   | 10,940                     |   |
| Employee Stock Options (rights to buy) <sup>(2)</sup> | \$ 61.73   |                                      |  |                                |   | <sup>(4)</sup>   | 05/02/2018      | Common Stock <sup>(1)</sup>                                   | 4,891                      |   |
| Employee Stock Options (rights to buy) <sup>(2)</sup> | \$ 74.7  |                                      |  |                                |   | <sup>(5)</sup>   | 05/08/2019      | Common Stock <sup>(1)</sup>                                   | 4,717                      |   |
| Employee Stock Options (rights to buy) <sup>(2)</sup> | \$ 77.31   |                                      |  |                                |   | <sup>(6)</sup>   | 05/07/2020      | Common Stock <sup>(1)</sup>                                   | 7,276                      |   |
| Restricted Stock Units <sup>(2)</sup>                 | <sup>(7)</sup>   |                                      |  |                                |   | <sup>(8)</sup>   | <sup>(9)</sup>  | Common Stock <sup>(1)</sup>                                   | 3,849                      |   |

## Reporting Owners

| Reporting Owner Name / Address                                  | Relationships |           |                   |       |
|---|---------------|-----------|-------------------|-------|
|   | Director      | 10% Owner | Officer           | Other |
| Dockman William C.<br>C/O W. R. GRACE & CO.<br>7500 GRACE DRIVE |               |           | VP and Controller |       |

COLUMBIA, MD 21044

## Signatures

/s/ 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) Adjusted on February 4, 2016 pursuant to Employee Matters Agreement as described in the Remarks below.
- (3) Options become exercisable in three substantially equal annual installments beginning on June 28, 2013; June 27, 2014; and June 26, 2015.
- (4) Options become exercisable in three substantially equal annual installments beginning on May 2, 2014; May 1, 2015; and May 2, 2016.
- (5) Options become exercisable in three substantially equal annual installments beginning on May 8, 2015; May 6, 2016; and May 8, 2017.
- (6) Options become exercisable in three substantially equal annual installments beginning on May 6, 2016; May 5, 2017; and May 7, 2018.
- (7) Each RSU represents a contingent right to receive one share of Grace common stock.
- (8) Restricted stock units vest on May 7, 2018.
- (9) 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.

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.