

W R GRACE &amp; 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 \*  
FESTA ALFRED E

(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  
☒ Officer (give title below) ☐ Other (specify  
below)

Chairman and CEO

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ 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 <sup>(1)</sup>			Code V	Amount (D)	Price	150,517	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. Fair Market Value of Underlying Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Options (rights to buy) <sup>(2)</sup>	\$ 34.03							<sup>(3)</sup>	05/05/2016	Common Stock <sup>(1)</sup>	262,857
Employee Stock Options (rights to buy) <sup>(2)</sup>	\$ 39.02							<sup>(4)</sup>	06/28/2017	Common Stock <sup>(1)</sup>	161,121
Employee Stock Options (rights to buy) <sup>(2)</sup>	\$ 61.73							<sup>(5)</sup>	05/02/2018	Common Stock <sup>(1)</sup>	90,492
Employee Stock Options (rights to buy) <sup>(2)</sup>	\$ 74.7							<sup>(6)</sup>	05/08/2019	Common Stock <sup>(1)</sup>	91,127
Employee Stock Options (rights to buy) <sup>(2)</sup>	\$ 77.31							<sup>(7)</sup>	05/07/2020	Common Stock <sup>(1)</sup>	137,447
Restricted Stock Units <sup>(2)</sup>	<sup>(8)</sup>							<sup>(9)</sup>	<sup>(10)</sup>	Common Stock <sup>(1)</sup>	27,489

## Reporting Owners

Reporting Owner Name / Address	Relationships
--------------------------------	---------------

Reporting Owners

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

Director    10% Owner    Officer    Other

FESTA ALFRED E  
C/O W. R. GRACE & CO.  
7500 GRACE DRIVE  
COLUMBIA, MD 21044

X

Chairman and CEO

## 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 the Employee Matters Agreement as described in the Remarks below.
- (3) Options become exercisable in three substantially equal annual installments beginning on May 4, 2012; May 3, 2013; and May 5, 2014.
- (4) Options become exercisable in three substantially equal annual installments beginning on June 28, 2013; June 27, 2014; and June 26, 2015.
- (5) Options become exercisable in three substantially equal annual installments beginning on May 2, 2014; May 1, 2015; and May 2, 2016.
- (6) Options become exercisable in three substantially equal annual installments beginning on May 8, 2015; May 6, 2016; and May 8, 2017.
- (7) Options become exercisable in three substantially equal annual installments beginning on May 6, 2016; May 5, 2017; and May 7, 2018.
- (8) Each RSU represents a contingent right to receive one share of Grace common stock.
- (9) Restricted stock units vest on May 7, 2018.
- (10) 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.