VANDERSLICE THOMAS A
Form 4
January 06, 2003
SEC Form 4

| FORM 4<br><br>[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). | UNITED STATES SECURITIES AND EXCHANGE COMMISSION<br>Washington, D.C.  20549<br><br>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP<br><br>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<br><br>OMB Number: 3235-0287<br>Expires: January 31, 2005<br>Estimated average burden hours per response. . . . . 0.5 |
|---|---|---|

| 1. Name and Address of Reporting Person[*]<br>**Vanderslice, Thomas A.**<br><br>(Last)        (First)<br>        (Middle)<br>**c/o W. R. Grace & Co.**<br>**7500 Grace Drive**<br><br>        (Street)<br>**Columbia,   MD   21044**<br><br>(City)          (State)<br>          (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><br>**W. R. Grace & Co.**<br>**GRA**<br><br>3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) | 4. Statement for Month/Day/Year<br><br>**01/02/2003**<br><br>5. If Amendment, Date of Original (Month/Day/Year) | 6. Relationship of Reporting Person(s) to Issuer<br>        (Check all applicable)<br><br>X Director   _ 10% Owner<br>_ Officer (give title below)   _ Other (specify below)<br><br>Description<br><br>7. Individual or Joint/Group Filing (Check Applicable Line)<br><br>X  Form filed by One Reporting Person<br>_  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) |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | Code | V | Amount | A/D | Price | | | |
| **Common Stock, par balue $0.01 per share (1)** | **01/02/2002** | | **A** | **V** | **15,873** | **A** | **(2)** | | | |
| | **01/02/2003** | | **A** | | **12,659** | **A** | **(3)** | **30,263** | **D** | |
| | | | | | | | | **14,932** | **I** | **By Trust (4)** |

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**
**(e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative | 2. Conver- sion or | 3. Transaction | 3A. Deemed | 4. Transaction | 5. Number | 6. Date Exercisable | 7. Title and Amount of | 8. Price of | 9. Number of Derivative | 10. Owner- | 11. Na Inc |
|---|---|---|---|---|---|---|---|---|---|---|---|

| Security (Instr. 3) | Exercise Price of Deri-vative Security | Date (Month/ Day/ Year) | Execution Date, if any (Month/ Day/ Year) | Code (Instr.8) | of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | and Expiration Date (ED) (Month/Day/Year) | | Underlying Securities (Instr. 3 and 4) | | Derivative Security (Instr.5) | Securities Beneficially Owned Following Reported Transaction(s) (Instr.4) | ship Form of Deriv-ative Securities: Direct (D) or Indirect (I) (Instr.4) | Be Ov (Ir |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | A | D | DE | ED | Title | Amount or Number of Shares | | | | |

**Explanation of Responses:**

(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) Issued in partial payment of 2001 Board retainer.
(3) Issued in partial payment of 2002 Board retainer.
(4) Such shares are held in a trust established by the issuer for the benefit of certain officers and directors.

**By:**
/s/ Mark A. Shelnitz, Attorney in Fact
                01/06/2003
** Signature of Reporting Person
                Date

SEC 1474 (9-02)

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

* 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).
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.