

W R GRACE & CO
Form 3
February 11, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB
Number: 3235-0104
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

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 WRG Asbestos PI Trust

(Last) (First) (Middle)

1100 MARKET STREET

(Street)

WILMINGTON,Â DEÂ 19890-1625

(City) (State) (Zip)

2. Date of Event
Requiring Statement
(Month/Day/Year)
02/03/2014

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

4. Relationship of Reporting
Person(s) to Issuer

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

(Check all applicable)

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

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 Expiration
Exercisable 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)
(Instr. 5)

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

Warrants (right to buy common stock) 02/03/2014 \hat{A} ⁽¹⁾ Common Stock 10,000,000 \$ 17 D \hat{A}

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WRG Asbestos PI Trust 1100 MARKET STREET WILMINGTON, DE 19890-1625	\hat{A}	\hat{A} X	\hat{A}	\hat{A}

Signatures

/s/Lewis Sifford 02/11/2014

 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) The Warrants will expire at 5:00 p.m., New York City time, on February 3, 2015 or, if such day is not a business day, the next succeeding day which is a business day; provided, however, that if the issuer fails (a) to cause any registration statement to be declared effective when required by the Registration Rights Agreement, dated as of February 3, 2014, by and between the issuer and WRG Asbestos PI Trust (the "Registration Rights Agreement"), (b) to maintain the effectiveness of such registration statement or (c) if a suspension period occurs under the Registration Rights Agreement, then the expiration date shall be extended by one day for each day that such registration statement is not effective, each day that constitutes a suspension period or each day that WRG Asbestos PI Trust is unable to sell the Warrants or shares of common stock issuable upon exercise thereof due to the lack of an effective or legally compliant registration statement or prospectus.

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.