

La Force Andrew Hudson III
 Form 4
 February 26, 2019

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 La Force Andrew Hudson III

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 C/O W. R. GRACE & CO., 7500
 GRACE DRIVE
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/22/2019

Director 10% Owner
 Officer (give title below) Other (specify below)
 President and CEO

COLUMBIA, MD 21044

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock, par value \$0.01 per share	02/22/2019		M	2,893 (1)	A (2) 85,530	D	
Common Stock, par value \$0.01 per share	02/22/2019		F	848	D \$ 77.65 84,682	D	
Common Stock, par value \$0.01 per share	02/25/2019		M	1,338 (3)	A (2) 86,020	D	

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Common Stock, par value \$0.01 per share	02/25/2019	F	557	D	\$ 77.93	85,463	D
Common Stock, par value \$0.01 per share	02/25/2019	A	9,639	A	\$ 0	95,102	D
Common Stock, par value \$0.01 per share	02/25/2019	F	2,902	D	\$ 77.93	92,200	D

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

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SEC 1474
(9-02)

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)
				Code V	(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Restricted Stock Units	(4)	02/22/2019		M	2,893	(1) (1)	Common Stock 2,893
Employee Stock Options (rights to buy)	\$ 78.115	02/25/2019		A	38,533	(5) 02/25/2029	Common Stock 38,533
Restricted Stock Units	(4)	02/25/2019		A	8,961	(6) (6)	Common Stock 8,961
Restricted Stock Units	(4)	02/25/2019		M	1,338	(3) (3)	Common Stock 1,338

