La Force Andrew Hudson III
Form 4
February 26, 2019

FORM 4

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
Washington, D.C. 20549

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
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(Print or Type Responses)

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

(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)
02/22/2019

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 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) 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	

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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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 Underlying Securitie (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Restricted Stock Units	(4)	02/22/2019		M			2,893	(1)	(1)	Common Stock	2,89
Employee Stock Options (rights to buy)	$ 78.115	02/25/2019		A		38,533		(5)	02/25/2029	Common Stock	38,53
Restricted Stock Units	(4)	02/25/2019		A		8,961		(6)	(6)	Common Stock	8,96
Restricted Stock Units	(4)	02/25/2019		M			1,338	(3)	(3)	Common Stock	1,33

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
La Force Andrew Hudson III C/O W. R. GRACE & CO. 7500 GRACE DRIVE COLUMBIA, MD 21044	X		President and CEO	

Signatures

/s/ Sean E. Dempsey, Attorney-in-Fact	02/26/2019
**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)	On February 23, 2017, the reporting person was granted 3,851 stock units, vesting annually in three substantially equal installments beginning on February 23, 2018, 1,284 of these stock units vested and settled on February 22, 2019. On February 22, 2018, the reporting person was granted 4,827 stock units, vesting in three substantially equal installments beginning on February 22, 2019, 1,609 of these stock units vested and settled on that date.
(2)	Restricted stock units converted into Common Stock on a one-for-one basis.
(3)	On February 25, 2016, the reporting person was granted 4,016 stock units, vesting annually in three substantially equal installments beginning on February 24, 2017, 1,338 of these stock units vested and settled on February 25, 2019.
(4)	Each Restricted Stock Unit represents a contingent right to receive one share of Common Stock or at the Issuer's election, the cash value thereof.
(5)	Options become exercisable in three substantially equal annual installments beginning on February 25, 2020.
(6)	Restricted Stock Units vest in three substantially equal annual installments beginning on February 25, 2020 and will be settled within 60 days of those vesting dates.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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