

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: 3235-0104Expires: January 31,
2005Estimated 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 *

FRANKEL ROGER LEE

(Last) (First) (Middle)

2101 L STREET, N.W., SUITE
800

(Street)

WASHINGTON, DC 20037

(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 Issuer5. 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)

No Securities Beneficially Owned

0

I

See Footnote ⁽¹⁾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)3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)
Title4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
WARRANTS (Right to buy Common Stock)	02/03/2014	Â (2)	Common Stock	0	\$ 17	I	See Footnote (1)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FRANKEL ROGER LEE 2101 L STREET, N.W., SUITE 800 WASHINGTON, DC 20037	Â	Â X	Â	Â

Signatures

/s/ Roger
Frankel

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).
- Roger Frankel, in his capacity as the Asbestos Future Claimants' Representative under the WRG Asbestos PI Trust Agreement dated February 3, 2014, is filing this Form 3. Notwithstanding anything to the contrary contained herein, the filing of this Form 3 by Mr.
- (1) Frankel should not be construed as an admission by Mr. Frankel that he is, and he expressly disclaims that he is, the beneficial owner of any of the securities of WR Grace & Co.
 - (2) 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.

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.