

MILLSTONE DAVID J.
Form 4
December 21, 2018

FORM 4

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

OMB APPROVAL

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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 *
40 North Latitude Fund LP

(Last) (First) (Middle)

9 WEST 57TH STREET, 30TH FLOOR

(Street)

NEW YORK, NY 10019

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
12/19/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
X 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, \$0.01 par value	12/19/2018		P		93,614	A	\$ 61.2887 (1)
					8,311,100	I	By 40 North Latitude Master Fund Ltd. (2) (3) (4)
Common Stock, \$0.01 par value	12/19/2018		P		20,000	A	\$ 61.106
					8,331,100	I	By 40 North Latitude Master Fund Ltd. (2) (3) (4)

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Common Stock, \$0.01 par value	12/20/2018	P	307,500	A	\$ 61.0959 (5)	8,638,600	I	By 40 North Latitude Master Fund Ltd. (2) (3) (4)
Common Stock, \$0.01 par value	12/20/2018	P	100	A	\$ 61.8	8,638,700	I	By 40 North Latitude Master Fund Ltd. (2) (3) (4)
Common Stock, \$0.01 par value	12/20/2018	P	50,000	A	\$ 61	8,688,700	I	By 40 North Latitude Master Fund Ltd. (2) (3) (4)
Common Stock, \$0.01 par value	12/20/2018	P	35,000	A	\$ 61.1732 (6)	8,723,700	I	By 40 North Latitude Master Fund Ltd. (2) (3) (4)
Common Stock, \$0.01 par value	12/21/2018	P	381,390	A	\$ 60.9621 (7)	9,105,090	I	By 40 North Latitude Master Fund Ltd. (2) (3) (4)
Common Stock, \$0.01 par value	12/21/2018	P	5,700	A	\$ 61.5752 (8)	9,110,790	I	By 40 North Latitude Master Fund Ltd. (2) (3) (4)

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

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.

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(9-02)

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

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4.	5. Transaction Number	6. Date Exercisable and Expiration Date	7. Title and Amount of	8. Price of Derivative	9. Nu
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	Underlying Securities (Instr. 3 and 4)	Security (Instr. 5)	Security Beneficial Ownership (Instr. 5)
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Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
40 North Latitude Fund LP 9 WEST 57TH STREET 30TH FLOOR NEW YORK, NY 10019		X		
40 NORTH LATITUDE MASTER FUND LTD. 9 WEST 57TH STREET 30TH FLOOR NEW YORK, NY 10019		X		
40 NORTH GP III LLC 9 WEST 57TH STREET 30TH FLOOR NEW YORK, NY 10019		X		
WINTER DAVID S. 9 WEST 57TH STREET 30TH FLOOR NEW YORK, NY 10019		X		
MILLSTONE DAVID J. 9 WEST 57TH STREET 30TH FLOOR NEW YORK, NY 10019		X		

Signatures

40 North Latitude Fund LP, By: 40 North GP III LLC, By: /s/ David S. Winter, Principal, and /s/ David J. Millstone, Principal 12/21/2018

__Signature of Reporting Person Date

40 North Latitude Master Fund Ltd., By: /s/ David S. Winter, Director, and /s/ David J. Millstone, Director 12/21/2018

__Signature of Reporting Person Date

