W R GRACE & CO
Form 8-K
April 22, 2004

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D. C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): April 20, 2004

W. R. GRACE & CO.
(Exact name of registrant as specified in its charter)

Delaware	1-13953	65-0773649
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

7500 Grace Drive, Columbia, Maryland 21044
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: 410/531-4000

(Former name or former address, if changed since last report)

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Item 12. Results of Operations and Financial Condition.

On April 20, 2004, W. R. Grace & Co. issued a press release announcing its

financial results for the quarter ended March 31, 2004. A copy of the press release is attached as Exhibit 99.1.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed by the undersigned, thereunto duly authorized.

W. R. GRACE & CO.
(Registrant)

By /s/ Mark A. Shelnitz
Mark A. Shelnitz
Secretary

Dated: April 22, 2004

W. R. GRACE & CO.

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Exhibit Index

Exhibit No.	Description
99.1	Press release issued by W. R. Grace & Co. announcing financial results for the 2004 first quarter