Edgar Filing: WAGONER PAMELA K - Form 4

WAGONER PA	MELA K									
Form 4										
June 29, 2012										
FORM 4	L	~	~~~~~						PPROVAL	
	UNITED	STATES		RITIES A shington			E COMMISSIO	N OMB Number:	3235-0287	
Check this bo: if no longer subject to Section 16. Form 4 or	x STATEN	F CHAN	NGES IN SECUI	Estimated burden hou	Estimated average burden hours per					
Form 4 or Form 5 obligations may continue. See Instruction 1(b). 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 Respo	onses)									
1. Name and Addre WAGONER PA	Symbol	er Name an RACE &			5. Relationship of Reporting Person(s) to Issuer					
- · ·	(First) (I	Middle)			-	1 1 1	(Check all applicable)			
(Last) C/O W. R. GRA GRACE DRIVE		of Earliest T Day/Year) 2012	ransaction		Director 10% Owner X Officer (give title Other (specify below) below) VP and CHRO					
	(Street) 4. If Amendment, J Filed(Month/Day/Ye					ıl	oint/Group Filing(Check One Reporting Person More than One Reporting			
COLUMBIA, M	1D 21044						Person	whole than one K	epotting	
(City)	(State)	(Zip)	Tab	le I - Non-	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	lly Owned	
	ransaction Date nth/Day/Year)	2A. Deemo Execution any (Month/Da	Date, if	3. Transactic Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3, 4	(A) or of (D) 4 and 5) (A)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code V	Amount	or (D) Price	(Instr. 3 and 4)			
Reminder: Report of	n a separate line	e for each cla	ass of sec	urities bene	-	-	-			
					inforn requii	nation con red to resp ays a curre	spond to the colle tained in this forn ond unless the fo ntly valid OMB co	n are not rm	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security			(Month/Day/Y	ear) (Instr.	8)	Acquired (or Dispose (D) (Instr. 3, 4 and 5)	d of				
					Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Options (rights to buy)	\$ 48.45	06/28/	2012 <u>(1)</u>		А		23,000		<u>(2)</u>	06/28/2017	Common Stock	23,000
Report	ting Ow	vners	5									
Reporting Owner Name / Address			Relationships									
Reporting 0		1441 (55	Director	10% Owner	Officer		Oth	er				
C/O W. R. 7500 GRA	R PAMELA GRACE & C CE DRIVE IA, MD 2104	CO.			VP and (CHI	RO					
Signat	ures											
Michael W	Conron											

06/29/2012 Attorney-in-Fact Date

**Signature of Reporting Person

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).

- Granted at a regularly scheduled Board of Directors meeting on June 28, 2012 pursuant to 2012 Long Term Incentive (1)Compensation Program previously approved by the Delaware Bankruptcy Court.
- Options become exercisable in three substantially equal installments beginning on June 28, 2013, June 27, 2014 and June 26, (2) 2015.

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.