

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): December 23, 1996

W. R. GRACE & CO.

(Exact name of registrant as specified in its charter)

Delaware ----- (State or other jurisdiction of incorporation)	1-12139 ----- (Commission File Number)	65-0654331 ----- (IRS Employer Identification No.)
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One Town Center Road, Boca Raton, Florida 33486-1010

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: 561/362-2000

Item 5. Other Events.

(a) On December 23, 1996, W. R. Grace & Co. ("Company") announced that it had entered into a definitive agreement to sell its worldwide cocoa business to Archer Daniels Midland Company for approximately \$430 million (subject to adjustment), consisting of cash and the assumption of debt. The Company's December 23, 1996 press release is filed as an exhibit hereto and is incorporated by reference herein.

(b) On December 31, 1996, subsidiaries of the Company completed the sale of the business and assets of the Company's Amicon separations sciences business to Millipore Corporation ("Millipore") for \$125 million. The Company's December 31, 1996 press release is filed as an exhibit hereto and is incorporated by reference herein.

(c) Reference is made to Note 5 to the unaudited consolidated financial statements appearing in the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 1996 for a description of a guarantee by W. R. Grace & Co.-Conn., the Company's principal operating subsidiary, of \$950 million of borrowings by National Medical Care, Inc., a former subsidiary. In November 1996, the guarantee was released as to \$800 million of such borrowings, and in December 1996, the guarantee was released as to the remaining \$150 million.

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits.

The following are filed as exhibits to this Report:

- The press release issued by the Company on December 23, 1996 regarding the matter described in Item 5(a) above.
- The press release issued by the Company on December 31, 1996 regarding the matter described in Item 5(b) above.

Pro forma financial information is not required to be filed because the business and assets described in Item 5(b) above do not constitute a "significant subsidiary" under Regulation S-X.

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/Robert B. Lamm

Robert B. Lamm
Vice President and Secretary

Dated: January 8, 1997

W. R. GRACE & CO.

Current Report on Form 8-K

Exhibit Index

Exhibit No. Description

99.1 Press release issued by the Company on December 23, 1996

99.2 Press release issued by the Company on December 31, 1996

GRACE NEWS

CONTACT: Chuck Suits or Mary Lou Kromer 561/362-2600 or
800/GRACE99

GRACE ENTERS AGREEMENT TO SELL COCOA BUSINESS
TO ARCHER DANIELS MIDLAND COMPANY FOR \$430 MILLION

BOCA RATON, Fla., December 23, 1996--W. R. Grace & Co. (NYSE: GRA) today announced that it has entered into a definitive agreement to sell its worldwide cocoa business to Archer Daniels Midland Company for approximately \$430 million (subject to adjustment), consisting of cash and the assumption of debt.

Grace said it expects to complete the sale of Grace Cocoa, previously classified as a discontinued operation, in the first quarter of 1997. Grace noted that the debt associated with a former minority interest in Grace Cocoa had previously been repaid.

Grace Cocoa, based in Stamford, Conn., is a global leader in the production and sale of high-quality industrial cocoa and chocolate products. Grace Cocoa has operations in Europe, North and South America, Africa and Asia Pacific.

(more)

Grace chairman, chief executive and president, Albert J. Costello, said, "Grace Cocoa is an outstanding business and we are delighted that we have been able to find such a fitting new home for its management and personnel. This divestiture further advances our strategy to focus on Grace's global market-leading packaging and specialty chemicals businesses."

Grace was represented in this transaction by its financial advisor, Merrill Lynch & Co.

Archer Daniels Midland Company is one of the world's leading processors of agricultural crops into food ingredients through a network of 50 offices located throughout the world. Sales for 1996 totaled \$13.3 billion. This is ADM's initial entry into the industrial cocoa and chocolate business. Nevertheless, the addition of Grace Cocoa will complement ADM's product line. ADM's chairman, Dwayne O. Andreas said, "There are a few key factors which make this purchase a good fit for us. We understand the procurement and processing business and have many customers in common."

Grace is a leading global supplier of flexible packaging and specialty chemicals, with annual sales of approximately \$3.3 billion. The company operates in more than 100 countries.

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GRACE NEWS

CORPORATE COMMUNICATIONS DIVISION

W. R. Grace & Co.
One Town Center Road
Boca Raton, FL 33486-1010

CONTACT: Chuck Suits or Mary Lou Kromer 561/362-2600 or
800/GRACE99

GRACE COMPLETES AMICON TRANSACTION;
SEPARATION SCIENCES BUSINESS SOLD
TO MILLIPORE FOR \$125 MILLION

BOCA RATON, Fla., December 31, 1996--W. R. Grace & Co. (NYSE: GRA) today announced that it has completed the sale of its Amicon separation sciences business to Millipore Corp. (NYSE: MIL) for \$125 million.

Amicon, based in Beverly, Mass., supplies a broad range of molecular separation and purification products used by life science research laboratories and biotechnology/pharmaceutical companies worldwide. It is a leader in membrane ultrafiltration and a widely recognized supplier of preparative chromatography products.

With annual sales of approximately \$60 million, Amicon has manufacturing operations in the U.S. and Europe.

Grace is a leading global supplier of flexible packaging and specialty chemicals, with annual sales of approximately \$3.3 billion. The company operates in more than 100 countries.

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