

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 11-K

ANNUAL REPORT
PURSUANT TO SECTION 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934
For the Fiscal Year Ended December 31, 1996

Commission File Number 1-12139

W. R. GRACE & CO. HOURLY EMPLOYEES
SAVINGS AND INVESTMENT PLAN

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

Financial Statements and Exhibits

(a) Financial Statements. Filed as part of this Report on Form 11-K are the financial statements of the W. R. Grace & Co. Hourly Employees Savings and Investment Plan, as required by Form 11-K, together with the report thereon of Price Waterhouse LLP, independent certified public accountants, dated May 30, 1997.

(b) Exhibits. The Consent of Price Waterhouse LLP is being filed as an exhibit to this Report.

REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

May 30, 1997

To the Participants and
Administrative Committee of the
W. R. Grace & Co. Hourly Employees
Savings and Investment Plan

In our opinion, the accompanying statement of net assets available for plan benefits and the related statements of changes in net assets available for plan benefits appearing on pages F-2 through F-4 of this report present fairly, in all material respects, the net assets available for plan benefits of the W. R. Grace & Co. Hourly Employees Savings and Investment Plan at December 31, 1996 and 1995, and the changes in net assets available for plan benefits for the years then ended, in conformity with generally accepted accounting principles. These financial statements are the responsibility of the plan administrator and/or other plan fiduciaries (the "Plan Fiduciaries"); our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits of these statements in accordance with generally accepted auditing standards which require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by the Plan Fiduciaries, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for the opinion expressed above.

Our audits were performed for the purpose of forming an opinion on the basic financial statements taken as a whole. The Fund Information in the statement of net assets available for plan benefits and the statement of changes in net assets available for plan benefits is presented for purposes of additional analysis rather than to present the net assets available for plan benefits and changes in net assets available for plan benefits of each fund. The Fund Information has been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

/s/ Price Waterhouse LLP

W. R. GRACE & CO. HOURLY EMPLOYEES SAVINGS AND INVESTMENT PLAN

STATEMENT OF NET ASSETS AVAILABLE FOR PLAN BENEFITS

DECEMBER 31, 1996 AND 1995

	1996	1995
	-----	-----
Assets		
Investments:		
Insurance company contracts, at contract value	\$ 8,813,550	\$ 7,728,436
Other securities, at cost	314,581	80,408
W. R. Grace & Co. Common Stock		
New Grace Stock (Note 1)		
(cost: 1996 - \$ 7,083,565)	9,998,825	--
Old Grace Stock (Note 1)		
(cost: 1995 - \$5,496,309)	--	6,958,421
FMC ADS (Note 1)		
(cost: 1996 - \$647,725)	975,319	--
Fidelity mutual funds		
(cost: 1996 - \$5,517,733;		
1995 - \$3,852,416)		
Balanced Fund	1,058,317	1,008,700
Growth & Income Fund	710,160	288,028
Blue Chip Growth Fund	2,426,633	1,777,920
Contrafund	1,496,749	871,729
OTC Fund	420,955	183,101
Loans receivable	1,338,851	922,943
Contributions receivable	99,197	72,605
	-----	-----
Net assets available for plan benefits	\$27,653,137	\$19,892,291
	=====	=====

The accompanying notes to financial statements
are an integral part of this statement.

W. R. GRACE & CO. HOURLY EMPLOYEES
SAVINGS AND INVESTMENT PLAN
STATEMENT OF CHANGES IN NET ASSETS
AVAILABLE FOR PLAN BENEFITS, WITH FUND INFORMATION
FOR THE YEAR ENDED DECEMBER 31, 1996

	Fixed Income Fund	Grace Stock Fund(**)	Employee Stock Ownership Plan(**)	ADS Fund	New Grace Stock Fund	New Grace Employee Stock Ownership Plan
Contributions:						
Participants	\$ 2,174,480	\$ 260,002	\$ -	\$ -	\$ 103,545	\$ -
Transfers among funds	(698,986)	(1,741,418)	(5,013,674)	632,305	1,806,754	4,846,976
Company	-	-	1,105,805	-	-	394,938
Total	1,475,494	(1,481,416)	(3,907,869)	632,305	1,910,299	5,241,914
Income/(loss) from investments:						
Interest	700,695	6,140	10,574	-	-	1,292
Dividends	-	- (*)	-	- (*)	- (*)	-
Net realized gain/(loss)	-	299,207	559,145	32,494	14,761	73,758
Change in unrealized (depreciation)/appreciation	-	(340,843)(*)	(1,711,538)	350,007 (*)	346,737 (*)	2,763,760
Total	700,695	(35,496)	(1,141,819)	382,501	361,498	2,838,810
Less:						
Participant withdrawals	916,007	119,334	325,243	11,047	11,322	163,815
Administrative expenses	28,026	1,892	36,052	561	125	12,147
Net increase/(decrease)	1,232,156	(1,638,138)	(5,410,983)	1,003,198	2,260,350	7,904,762
Net assets available for plan benefits:						
Beginning of year	7,770,920	1,638,138	5,410,983	-	-	-
End of year	\$ 9,003,076	\$ -	\$ -	\$ 1,003,198	\$ 2,260,350	\$ 7,904,762

	Fidelity Balanced Fund	Fidelity Growth & Income Fund	Fidelity Blue Chip Growth Fund	Fidelity Contrafund	Fidelity OTC Fund	Loans Receivable	Total
Contributions:							
Participants	\$ 305,197	\$ 200,225	\$ 699,256	\$ 450,766	\$ 105,916	\$ -	\$ 4,299,387
Transfers among funds	(296,627)	158,471	(271,675)	(22,176)	88,907	511,143	-
Company	-	-	-	-	-	-	1,500,743
Total	8,570	358,696	427,581	428,590	194,823	511,143	5,800,130
Income/(loss) from investments:							
Interest	4,564	841	6,427	3,917	337	-	734,787
Dividends	46,718	29,734	163,591	110,065	42,344	-	392,452
Net realized gain/(loss)	9,492	9,739	36,005	20,813	5,626	-	1,061,040
Change in unrealized (depreciation)/appreciation	39,395	50,560	107,177	109,791	11,094	-	1,726,140
Total	100,169	90,874	313,200	244,586	59,401	-	3,914,419
Less:							
Participant withdrawals	56,682	25,184	87,439	43,486	15,487	95,235	1,870,281
Administrative expenses	1,469	602	949	1,558	41	-	83,422
Net increase/(decrease)	50,588	423,784	652,393	628,132	238,696	415,908	7,760,846
Net assets available for plan benefits:							
Beginning of year	1,012,956	289,788	1,786,191	876,308	184,064	922,943	19,892,291
End of year	\$ 1,063,544	\$ 713,572	\$ 2,438,584	\$ 1,504,440	\$ 422,760	\$ 1,338,851	\$ 27,653,137

(*) Dividends received are reinvested in shares of Grace Common Stock (or ADSS, in the case of the ADS Fund) and reflected as part of change in unrealized (depreciation)/appreciation.
(**) Fund represents investments in Old Grace common stock. See Note 1.

The accompanying notes to financial statements are an integral part of this statement.

W. R. GRACE & CO. HOURLY EMPLOYEES
 SAVINGS AND INVESTMENT PLAN
 STATEMENT OF CHANGES IN NET ASSETS
 AVAILABLE FOR PLAN BENEFITS, WITH FUND INFORMATION
 FOR THE YEAR ENDED DECEMBER 31, 1995

	Fixed Income Fund	Grace Stock Fund	Employee Stock Ownership Plan	Fidelity Balanced Fund	Fidelity Growth & Income Fund	Fidelity Blue Chip Growth Fund
Contributions:						
Participants	\$ 2,147,583	\$ 297,343	\$ -	\$ 311,770	\$ 129,783	\$ 608,870
Transfers among funds	(486,640)	217,425	(322,775)	(185,691)	34,605	126,456
Company	-	-	1,425,797	-	-	-
Total	1,660,943	514,768	1,103,022	126,079	164,388	735,326
Income from investments:						
Interest	620,910	4,721	7,029	4,330	264	5,157
Dividends	-	-	(*)	40,959	11,097	127,192
Net realized gain/(loss)	-	250,709	214,070	(5,167)	2,975	39,930
Change in unrealized appreciation	-	225,099(*)	1,463,968	92,454	37,044	127,342
Total	620,910	480,529	1,685,067	132,576	51,380	299,621
Less:						
Participant withdrawals	714,071	147,415	379,546	98,475	2,821	67,288
Administrative expenses	26,385	1,977	46,429	1,274	280	527
Net increase	1,541,397	845,905	2,362,114	158,906	212,667	967,132
Net assets available for plan benefits:						
Beginning of year	6,229,523	792,233	3,048,869	854,050	77,121	819,059
End of year	\$ 7,770,920	\$ 1,638,138	\$ 5,410,983	\$ 1,012,956	\$ 289,788	\$ 1,786,191

	Fidelity Contrafund	Fidelity OTC Fund	Loans Receivable	Total
	-----	-----	-----	-----
Contributions:				
Participants	\$ 337,069	\$ 70,989	\$ -	\$ 3,903,407
Transfers among funds	118,325	61,131	437,164	-
Company	-	-	-	1,425,797
	-----	-----	-----	-----
Total	455,394	132,120	437,164	5,329,204
	-----	-----	-----	-----
Income from investments:				
Interest	1,933	111	-	644,455
Dividends	67,863	9,964	-	257,075
Net realized gain/(loss)	16,270	11,097	-	529,884
Change in unrealized appreciation	71,749	13,785	-	2,031,441
	-----	-----	-----	-----
Total	157,815	34,957	-	3,462,855
	-----	-----	-----	-----
Less:				
Participant withdrawals	53,510	48,698	15,541	1,527,365
Administrative expenses	1,533	-		78,405
	-----	-----	-----	-----
Net increase	558,166	118,379	421,623	7,186,289
Net assets available for plan benefits:				
Beginning of year	318,142	65,685	501,320	12,706,002
	-----	-----	-----	-----
End of year	\$ 876,308	\$ 184,064	\$ 922,943	\$ 19,892,291
	=====	=====	=====	=====

(*) Dividends received are reinvested in shares of Grace Common Stock and reflected as part of change in unrealized appreciation.

The accompanying notes to financial statements are an integral part of this statement.

W. R. GRACE & CO. HOURLY EMPLOYEES
SAVINGS AND INVESTMENT PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE 1 - DESCRIPTION OF THE PLAN

The following description of the W. R. Grace & Co. Hourly Employees Savings and Investment Plan ("Plan") provides only general information. Participants should refer to the text of the Plan and the Summary Plan Description and Prospectus Supplement for the Plan for more complete information.

General:

The Plan is a defined contribution plan originally adopted effective January 1, 1987, and has been amended from time to time. The Plan is subject to certain provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Eligibility and Vesting:

Within those units of W. R. Grace & Co., a Delaware corporation ("Grace" or "New Grace"), and its subsidiaries (collectively, the "Company") designated as participating units in the Plan, any hourly employee in an eligible employment classification who has completed 12 months of employment (including 1,000 hours of service) is eligible to participate in the Plan, subject to certain exceptions and special provisions.

A participant's interest in the Plan is always fully vested.

NMC Transaction:

In September 1996, Grace's predecessor ("Old Grace") completed a transaction ("NMC Transaction") as a result of which each of its common shareholders received shares of Grace Common Stock, American Depositary Shares ("ADSs") of Fresenius Medical Care AG ("FMC"), and shares of preferred stock ("New Preferred Shares") of Fresenius National Medical Care Holdings, Inc., a subsidiary of FMC. FMC is a German corporation that owns National Medical Care, Inc. (a subsidiary of Old Grace) and other businesses. ADSs represent shares of FMC. The common stock of Old Grace was canceled in the NMC Transaction.

The Grace Stock Fund and the Employee Stock Ownership Plan were previously invested in common stock of Old Grace; as noted above, such common stock was canceled in the NMC Transaction and was therefore eliminated from the Plan following the NMC Transaction. The Grace Common Stock, ADSs and New Preferred Shares received with respect to the shares of common stock of Old Grace held in the Employee Stock Ownership Plan were credited to the New Grace Employee Stock Ownership Plan. All such ADSs and New Preferred Shares were sold within 90 days following the NMC Transaction, and the proceeds were invested in Grace Common Stock and credited to the New Grace Employee Stock Ownership Plan.

The Grace Common Stock and New Preferred Shares received with respect to the shares of common stock of Old Grace held in the Grace Stock Fund were credited to the New Grace Stock Fund. All such New Preferred Shares were sold within 90 days following the NMC Transaction, and the proceeds were invested in Grace Common Stock and credited to the New Grace Stock Fund. The ADSs received with respect to such shares of common stock of Old Grace were credited to the ADS Fund.

Contributions to the Plan:

Plan participants may elect to contribute to the Plan from 2% to 16% of their compensation (which, for purposes of the Plan, consists of regular wages, incentive compensation, specially granted bonus awards, shift differential and overtime pay).

Participant contributions may be made from before-tax and/or after-tax income, as provided under Sections 401(k) and 401(m) of the Internal Revenue Code of 1986, as amended (the "Code"), subject to an annual dollar limit on before-tax contributions of \$9,500 for 1996 (\$9,240 for 1995), subject to annual adjustment for inflation. In addition, for both 1996 and 1995, federal income tax law limited to \$150,000 (subject to annual adjustment for inflation) the annual compensation on which tax-qualified plan benefits may be based.

A Company contribution equal to 50% of each participant's contribution is made to the Plan; however, no Company contribution is made with respect to a participant's contribution in excess of 6% of his compensation. Therefore, the maximum Company contribution is 3% of each participant's compensation, subject to the annual limitations noted above.

Investment Options:

Participants may elect to have their contributions invested in any one or more of the following funds in which the Plan participates:

Fixed Income Fund

The Fixed Income Fund is invested in fixed income securities or obligations, interest-bearing bank accounts or guaranteed income funds established or maintained by licensed insurance companies. Excess cash may be invested in short-term fixed income securities.

New Grace Stock Fund

The New Grace Stock Fund is invested in Grace Common Stock. Pending investment, cash credited to this Fund may be invested in short-term securities.

ADS Fund

The ADS Fund holds the ADSs that were credited to the accounts of each participant who had a balance in the Grace Stock Fund immediately prior to the NMC Transaction. Participants may transfer balances out of the ADS Fund at any time, but may not deposit or transfer any funds into the ADS Fund. The ADS Fund will be eliminated from the Plan on December 31, 1998; any balances remaining in such fund at that date will be credited to the Fixed Income Fund. Pending investment, cash credited to this Fund may be invested in short-term securities.

The Plan also offers the following five Fidelity Mutual Funds to Plan participants:

Fidelity Balanced Fund is invested in both fixed income securities and equity securities at all times.

Fidelity Growth and Income Fund is invested in equity securities at all times and may be invested in fixed income securities, depending upon market conditions.

Fidelity Blue Chip Growth Fund is invested in equity securities of companies with higher than average earnings growth.

Fidelity Contrafund is invested in equity securities of companies generally out of favor with the market that are judged by the Fund's investment manager to be capable of above average growth in value.

Fidelity OTC Fund is invested in equity securities of smaller companies traded in the over-the-counter market.

At December 31, 1996 and 1995, the number of participants contributing to the Plan was 1,929 and 1,877, respectively, and the number of participants in the various Funds (including former employees whose funds have not yet been distributed and who no longer contribute to the Plan) was as follows:

	DECEMBER 31, 1996	DECEMBER 31, 1995
	-----	-----
Fixed Income Fund	1,112	1,120
Grace Stock Fund	-	1,912
New Grace Stock Fund	2,015	-
Fidelity Balanced Fund	347	361
Fidelity Growth & Income Fund	304	220
Fidelity Blue Chip Growth Fund	668	616
Fidelity Contrafund	419	355
Fidelity OTC Fund	178	131
ADS Fund	317	-

The Plan provides that a statement of each participant's account be sent to the participant at least once a year. Presently, such statements are sent at the end of each calendar quarter.

On any business day, participants may allocate their future contributions among the Funds and transfer the amounts related to their prior contributions in any of the Funds to other Funds (other than the ADS Fund). Transfers may be in whole dollar amounts or in multiples of 5% of the participant's account balance.

Company contributions are generally credited to the New Grace Employee Stock Ownership Plan ("New ESOP Fund"). The New ESOP Fund is invested in Grace Common Stock. The New ESOP Fund is an Employee Stock Ownership Plan, within the meaning of the Code.

Eligible employees (generally, those age 50 and older) may elect to transfer all or a portion of their Company contributions once each year from the ESOP Fund to any of the other Funds except the New Grace Stock Fund and the ADS Fund. Such transfers may be in whole dollar amounts or multiples of 5% of the participant's account balance.

Participant Loans

Participants may borrow up to one-half of the value of their account balance up to \$50,000. Loans may be for a term of one to five years for a general purpose loan and up to twenty years for a loan to purchase a principal residence. The interest rate for the loans is fixed for the term of the loan and the loans are repaid in monthly installments. Participants can repay the outstanding loan balance in full at any time without penalty. Loans are considered to be in default and treated as a distribution for tax purposes if no payment is received for ninety days. If employment with the Company ends, any outstanding loan balance will be considered a distribution if not repaid within ninety days.

Interest paid on loans is credited to the individual funds from which the loan was taken and is shown as interest income within those funds.

Note 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The accounts of the Plan are maintained on the accrual basis of accounting, which is acceptable under U.S. Department of Labor Regulations and is in accordance with generally accepted accounting principles.

Investments in publicly traded securities are valued at the last reported sales price on the last day of the year. Investments in the Fidelity Mutual Funds are valued at their respective market prices quoted at year-end, which represent the net asset value of the securities held in such Funds. Investments in commercial paper, U.S. Treasury bills and U.S. government securities mutual funds are valued at cost, which approximates market value. Investments in insurance company contracts are stated at contract value, which represents contributions made under the contract plus interest at the contract rate, less funds used for withdrawals. Loans receivable are valued at cost, which approximates fair value.

The assets of the Plan are commingled in the Trust Fund of the W. R. Grace & Co. Profit Sharing and Savings and Investment Plans ("Trust Fund") with the assets of other tax-qualified profit sharing and savings and investment plans maintained by the Company. The Trust Fund is administered by The Fidelity Management Trust Company ("Trustee"). For each Fund, assets and investment returns are allocated to each plan pro rata, based upon each plan's daily net asset balance in the Fund and the Trust Fund's daily total net asset balance attributable to the Fund. Income of each Fund is reinvested in that Fund, except that dividends paid on shares of Grace Common Stock held in the New ESOP Fund are paid to participants on a quarterly basis or within 90 days after the end of the calendar year in which the dividends are received. The New ESOP Fund dividends are not treated as income to the Plan or as distributions to participants. The Trustee manages the New Grace Stock Fund and the New ESOP Fund by purchasing shares of Grace Common Stock and by selling shares to the extent necessary to obtain cash for disbursements and transfers from the Funds. Investment management of the Fixed Income Fund and investment oversight of the Fidelity Mutual Funds is the responsibility of the Investment and Benefits Committee appointed by the Grace Board of Directors, or as delegated by that Committee.

The Plan recognizes benefits when paid.

The Plan recognizes a gain or loss on Grace Common Stock distributed to participants in an amount equal to the difference between the market value at the distribution date and the average cost of the shares distributed. The cost of securities sold is determined on the basis of average cost, and a gain or loss is recorded equal to the difference between average cost and the proceeds from the sale.

Amounts transferred to successor trustees are deducted from the Plan's net assets upon the divestiture of, or discontinuance of participation by, a participating unit.

The preparation of financial statements in conformity with generally accepted accounting principles requires the plan administrator to make estimates and assumptions that affect the reported amounts of assets and liabilities, at the date of the financial statements. Actual amounts may differ from the estimates used.

NOTE 3 - INVESTMENTS

Fixed Income Fund:

The investments in the Fixed Income Fund consist primarily of guaranteed fixed income contracts, as shown below:

ISSUER & RATE -----	VALUE AT DECEMBER 31, -----		REPAYMENT TERMS -----
	1996 ----	1995 ----	
Metropolitan Life Insurance Co.:			
9.05%	\$ -	\$ 1,533,888	Repaid 10/15/96
7.00%	1,288,610	1,051,220	Repayable 12/15/99
People Security Life			
6.87%	1,168,555	-	Repayable in equal installments on 12/15/2000 and 12/14/2001
Prudential Insurance Company:			
9.13%	3,586,105	2,868,367	Repayable 6/1/97
New York Life:			
5.91%	553,206	458,215	Repayable 12/15/99
John Hancock Mutual Life Insurance Company:			
7.02%	609,161	496,848	Repayable 6/30/01
7.85%	1,064,643	861,688	Repayable 12/15/00
6.01%	543,270	458,230	Repayable 6/15/98
	-----	-----	
	\$ 8,813,550	\$ 7,728,436	

Other investments in the Fixed Income Fund at December 31, 1996 and 1995 consisted of the following:

	DECEMBER 31, -----	
	1996 ----	1995 ----
Commercial paper, at cost, which approximates market value	\$ 152,300 =====	\$ 13,189 =====

New Grace Stock Fund:

As of December 31, 1996, the New Grace Stock Fund held 42,357 shares of Grace Common Stock.

Sales/distributions of Grace Common Stock by/from the New Grace Stock Fund resulted in net realized gains, as follows:

	DECEMBER 31, ----- 1996 -----
Proceeds from sales/distributions of securities	\$ 109,849
Cost of securities sold/distributed	95,088 -----
Net realized gain	\$ 14,761 =====

Other investments in the New Grace Stock Fund under the Plan at December 31, 1996 consisted of the following:

	DECEMBER 31, ----- 1996 -----
Commercial paper, at cost, which approximates market value	\$ 62,166 =====

New ESOP Fund:

As of December 31, 1996, this Fund held 150,857 shares of Grace Common Stock.

Sales/distributions of Grace Common Stock by/from the New ESOP Fund under the Plan resulted in net realized gains, as follows:

	DECEMBER 31, ----- 1996 -----
Proceeds from sales/distributions of securities	\$ 245,387
Cost of securities sold/distributed	171,629 -----
Net realized gain	\$ 73,758 =====

Other investments in the New ESOP Fund at December 31, 1996 consisted of the following:

	DECEMBER 31, ----- 1996 -----
Commercial paper, at cost, which approximates market value	\$ 72,236 =====

ADS Fund:

The fair value of investments in the ADS Fund at December 31, 1996 was as follows:

	DECEMBER 31, ----- 1996 -----
Commercial paper	\$ 27,879
ADSS	975,319
	=====
	\$1,003,198

Sales/distributions of ADSSs by/from the ADS Fund under the Plan resulted in net realized gains, as follows:

	DECEMBER 31, ----- 1996 -----
Proceeds from sales/distributions of securities	\$ 98,926
Cost of securities sold/distributed	66,432

Net realized gain	\$ 32,494
	=====

NOTE 4 - FEDERAL INCOME TAXES

On July 13, 1995, the Internal Revenue Service issued a letter stating that the Plan, as then in effect, was in compliance with the applicable requirements of the Code. The Plan has been amended since the issuance of this determination letter. However, the Plan Administrator believes that the Plan is currently designed and is currently being operated in compliance with the applicable requirements of the Code. Therefore, the Plan Administrator believes the Plan continues to be qualified, and the related Trust continues to be tax exempt.

NOTE 5- PLAN TERMINATION

Grace anticipates that the Plan will continue indefinitely, but reserves the right to amend or discontinue the Plan at any time. A participating unit may terminate its participation in the Plan with the approval of Grace's Board of Directors.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Administrative Committee has duly caused this annual report to be signed on its behalf by the undersigned thereunto duly authorized.

W. R. GRACE & CO.
HOURLY EMPLOYEES
SAVINGS AND INVESTMENT PLAN

By: /s/ J. A. LONGO

J. A. Longo
Chairman, Administrative
Committee

Date: June 27, 1997

CONSENT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

We hereby consent to the incorporation by reference in the Prospectus constituting part of the Registration Statement on Form S-8 (No. 333-13645) of W. R. Grace & Co. of our report dated May 30, 1997 appearing on page F-1 of the Annual Report of the W. R. Grace & Co. Hourly Employees Savings and Investment Plan on Form 11-K for the year ended December 31, 1996.

PRICE WATERHOUSE LLP

/s/ PRICE WATERHOUSE LLP

Ft. Lauderdale, Florida
June 27, 1997