

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): November 18, 1996

W. R. GRACE & CO.

(Exact name of registrant as specified in its charter)

Delaware	1-12139	65-0654331
----- (State or other jurisdiction of incorporation)	----- (Commission File Number)	----- (IRS Employer Identification No.)

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.

On November 18, 1996, W. R. Grace & Co. ("Company") announced that it had entered into a definitive agreement to sell its Amicon separations sciences business to Millipore Corporation for \$125 million in cash. The Company's November 18, 1996 press release is filed as an exhibit hereto and is incorporated by reference herein.

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

The press release issued by the Company on November 18, 1996 regarding the matter described in Item 5 above is being filed as an exhibit to this Report.

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: November 22, 1996

W. R. GRACE & CO.
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Exhibit Index

Exhibit No. -----	Description -----
99.1	Press Release issued by the Company on November 18, 1996

#2661

[GRACE NEWS LOGO]

CORPORATE COMMUNICATIONS DIVISION

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

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800/GRACE99

GRACE TO SELL AMICON TO MILLIPORE FOR \$125 MILLION

BOCA RATON, Fla., November 18, 1996--W. R. Grace & Co. (NYSE: GRA) today announced that it has entered into a definitive agreement to sell its Amicon separations sciences business to Millipore Corp. (NYSE: MIL) for \$125 million in cash. Grace said it expects to complete the transaction within 60 days.

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. It employs approximately 370 people.

[more]

Amicon is one of four businesses that Grace recently announced it plans to sell within the next three to six months. The other businesses to be divested are Grace TEC Systems, Grace Specialty Polymers and Grace Cocoa.

Grace was assisted in this transaction by its financial advisor, Merrill Lynch LLP.

Millipore, based in Bedford, Mass., is a multinational company that applies its purification technology to critical research and manufacturing problems in the microelectronics, biopharmaceutical and analytical laboratory markets.

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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