

GRAINGER W W INC
Form 4
August 22, 2012

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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 Responses)

1. Name and Address of Reporting Person *
MCCARTER JOHN W JR

(Last) (First) (Middle)
100 GRAINGER PARKWAY
(Street)
LAKE FOREST, IL 60045-5201

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
GRAINGER W W INC [GWW]

3. Date of Earliest Transaction (Month/Day/Year)
08/21/2012

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	08/21/2012		M		1,980 A \$ 45.5	17,323	D
Common Stock	08/21/2012		S		100 D \$ 203.43	17,223	D
Common Stock	08/21/2012		S		118 D \$ 203.46	17,105	D
Common Stock	08/21/2012		S		100 D \$ 203.5	17,005	D
Common Stock	08/21/2012		S		100 D \$ 203.55	16,905	D
Common Stock	08/21/2012		S		62 D \$ 203.6	16,843	D

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Common Stock							
Common Stock	08/21/2012		S	100	D	\$ 203.62	16,743 D
Common Stock	08/21/2012		S	100	D	\$ 203.67	16,643 D
Common Stock	08/21/2012		S	100	D	\$ 203.69	16,543 D
Common Stock	08/21/2012		S	100	D	\$ 203.695	16,443 D
Common Stock	08/21/2012		S	100	D	\$ 203.74	16,343 D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Units	(1)					(2) (2)	Common Stock	13,203
Stock Option	\$ 45.5	08/21/2012		M	1,980	04/30/2003 04/29/2013	Common Stock	1,980
Stock Option	\$ 54.14					04/28/2004 04/27/2014	Common Stock	1,670

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MCCARTER JOHN W JR
100 GRAINGER PARKWAY X
LAKE FOREST, IL 60045-5201

Signatures

Aimee M. Nolan, as
attorney-in-fact 08/22/2012

 **Signature of Reporting Person Date

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).

(1) 1-for-1

(2) The stock units are expected to settle in shares of common stock on a one-for-one basis following termination of service as a director.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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