

GRAINGER DAVID W

Form 4

December 13, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
GRAINGER DAVID W

(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)
12/12/2005

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 Ownership (Instr. 4)
				Code V	Amount (A) or (D) Price		
Common Stock	12/12/2005		S	900	D \$ 70.68	6,814,455	D
Common Stock	12/12/2005		S	900	D \$ 70.69	6,813,555	D
Common Stock	12/12/2005		S	600	D \$ 70.7	6,812,955	D
Common Stock	12/12/2005		S	500	D \$ 70.71	6,812,455	D
Common Stock	12/12/2005		S	100	D \$ 70.72	6,812,355	D
	12/12/2005		S	300	D	6,812,055	D

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Common Stock					\$ 70.73				
Common Stock	12/12/2005		S	200	D	\$ 70.74	6,811,855	D	
Common Stock	12/12/2005		S	601	D	\$ 70.75	6,811,254	D	
Common Stock	12/12/2005		S	200	D	\$ 70.77	6,811,054	D	
Common Stock	12/12/2005		S	100	D	\$ 70.78	6,810,954	D	
Common Stock	12/12/2005		S	400	D	\$ 70.79	6,810,554	D	
Common Stock	12/12/2005		S	200	D	\$ 70.8	6,810,354	D	
Common Stock	12/12/2005		S	100	D	\$ 70.81	6,810,254	D	
Common Stock	12/12/2005		S	100	D	\$ 70.82	6,810,154	D	
Common Stock	12/12/2005		S	100	D	\$ 70.83	6,810,054	D	
Common Stock	12/12/2005		S	200	D	\$ 70.85	6,809,854	D	
Common Stock	12/12/2005		S	100	D	\$ 70.88	6,809,754	D	
Common Stock	12/12/2005		S	300	D	\$ 70.89	6,809,454	D	
Common Stock							724,720	I	See footnote (1)
Common Stock							786,430	I	See footnote (2)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4.	5. TransactionNumber	6. Date Exercisable and Expiration Date	7. Title and Amount of	8. Price of Derivative	9. Nu Deriv
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	Underlying Securities (Instr. 3 and 4)	Security (Instr. 5)	Secur Bene Own Follo Repo Trans (Instr		
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GRAINGER DAVID W 100 GRAINGER PARKWAY LAKE FOREST, IL 60045-5201		X		

Signatures

L. M. Trusdell, as attorney-in-fact 12/13/2005

**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) Shares held by trust, of which Mr. Grainger is co-trustee and income beneficiary. Mr. Grainger disclaims beneficial ownership as to such shares.
- (2) Shares held by trusts, of which Mr. Grainger is co-trustee, FBO Mr. Grainger's wife. Mr. Grainger disclaims beneficial ownership as to such shares.

Remarks:

This Form 4 is the second of two Forms 4 to report all December 12, 2005 transactions for the reporting person.
 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.