

SMITH HAROLD B
Form 4
March 06, 2007

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 *
SMITH HAROLD B

(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)
03/02/2007

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 | 03/02/2007 | | M | | 2,200 | A | \$ 37.25 |
| Common Stock | 03/02/2007 | | F | | 1,064 | D | \$ 77.04 |
| Common Stock | 03/02/2007 | | M | | 1,460 | A | \$ 51.6875 |
| Common Stock | 03/02/2007 | | F | | 980 | D | \$ 77.04 |
| Common Stock | 03/02/2007 | | M | | 1,860 | A | \$ 48.625 |
| Common Stock | 03/02/2007 | | F | | 1,174 | D | \$ 77.04 |

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Common
Stock

Common
Stock

28,000

I

See
footnote
(1)

Common
Stock

20,000

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.

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(9-02)

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 Option | \$ 37.25 | 03/02/2007 | | M | 2,200 | 04/30/2000 04/29/2007 | Common Stock | 2,200 |
| Stock Option | \$ 51.6875 | 03/02/2007 | | M | 1,460 | 04/29/2001 04/28/2008 | Common Stock | 1,460 |
| Stock Option | \$ 48.625 | 03/02/2007 | | M | 1,860 | 04/28/1999 04/27/2009 | Common Stock | 1,860 |
| Stock Option | \$ 43.5 | | | | | 04/26/2000 04/25/2010 | Common Stock | 2,070 |
| Stock Option | \$ 37.5 | | | | | 04/25/2001 04/24/2011 | Common Stock | 2,400 |
| Stock Option | \$ 54.61 | | | | | 04/24/2002 04/23/2012 | Common Stock | 1,650 |
| Stock Option | \$ 45.5 | | | | | 04/30/2003 04/29/2013 | Common Stock | 1,980 |
| Stock Option | \$ 54.14 | | | | | 04/28/2004 04/27/2014 | Common Stock | 1,670 |

