## Edgar Filing: GRAINGER W W INC - Form 4

**GRAINGER W W INC** 

Form 4	2012										
September 03, 2013									OMB APPROVAL		
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549									3235-0287		
Check this if no longe subject to Section 16 Form 4 or	F CHAN	GES IN F SECURI		imated average den hours per							
Form 5 obligations may continue.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 1(b).											
(Print or Type Ro	esponses)										
1. Name and Address of Reporting Person <u>*</u> ROBERTS MICHAEL JAMES			2. Issuer Symbol	Name and	Ticker or T	rading	5. Relationship of Reporting Person(s) to Issuer				
	-	GER W W	V INC [G	WW]	(Check all applicable)						
(Last)	3. Date of (Month/Da 09/01/20	-	insaction		X_ Director 10% Owner Officer (give title Other (specify below) below)						
				ndment, Dat th/Day/Year)	-		6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
LAKE FORE	EST, IL 60045	5-5201					Form filed by Person	More than One Re	eporting		
(City)	(State)	(Zip)	Table	e I - Non-Do	erivative S	ecurities Ac	quired, Disposed o	of, or Beneficial	lly Owned		
1.Title of Security (Instr. 3)	ecurity (Month/Day/Year) Execution Date		on Date, if	3. Transactic Code (Instr. 8)	4. Securities nAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common Stock				Code V	Amount	or (D) Price	(Instr. 3 and 4) 1,000	D			

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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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1. Title Derivat Security (Instr. 3	ive Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code (Instr.		5. orNumber 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. Price of Derivative Security (Instr. 5)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Units	<u>(1)</u>	09/01/2013		А		53		(2)	(2)	Common Stock	53	\$ 247.35

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships							
L O	Director	10% Owner	Officer	Other				
ROBERTS MICHAEL JAMES 100 GRAINGER PARKWAY LAKE FOREST, IL 60045-5201	Х							
Signatures								
David L. Rawlinson, as attorney-in-fact		09/03/201	3					
<u>**</u> 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. 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.