

GRAINGER W W INC
Form 4
May 22, 2015

FORM 4

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

OMB APPROVAL

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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 *
RYAN JAMES T

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

100 GRAINGER PARKWAY

3. Date of Earliest Transaction (Month/Day/Year)
05/21/2015

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

Chairman, President and CEO

(Street)

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

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

LAKE FOREST, IL 600455201

(City) (State) (Zip)

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)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock	05/21/2015		S(1)	400	D	\$ 245.89	188,063	D
Common Stock	05/21/2015		S(1)	300	D	\$ 245.9	187,763	D
Common Stock	05/21/2015		S(1)	100	D	\$ 245.91	187,663	D
Common Stock	05/21/2015		S(1)	100	D	\$ 245.92	187,563	D
Common Stock	05/21/2015		S(1)	110	D	\$ 245.93	187,453	D

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Common Stock	05/21/2015	<u>S(1)</u>	205	D	\$ 245.94	187,248	D
Common Stock	05/21/2015	<u>S(1)</u>	285	D	\$ 245.96	186,963	D
Common Stock	05/21/2015	<u>S(1)</u>	200	D	\$ 245.99	186,763	D
Common Stock	05/21/2015	<u>S(1)</u>	1,800	D	\$ 246	184,963	D
Common Stock	05/21/2015	<u>S(1)</u>	300	D	\$ 246.01	184,663	D
Common Stock	05/21/2015	<u>S(1)</u>	1,750	D	\$ 246.03	182,913	D
Common Stock	05/21/2015	<u>S(1)</u>	1,715	D	\$ 246.05	181,198	D
Common Stock	05/21/2015	<u>S(1)</u>	100	D	\$ 246.06	181,098	D
Common Stock	05/21/2015	<u>S(1)</u>	400	D	\$ 246.07	180,698	D
Common Stock	05/21/2015	<u>S(1)</u>	1,008	D	\$ 246.08	179,690	D
Common Stock	05/21/2015	<u>S(1)</u>	400	D	\$ 246.1	179,290	D
Common Stock	05/21/2015	<u>S(1)</u>	65	D	\$ 246.11	179,225	D
Common Stock	05/21/2015	<u>S(1)</u>	600	D	\$ 246.13	178,625	D
Common Stock	05/21/2015	<u>S(1)</u>	303	D	\$ 246.16	178,322	D
Common Stock	05/21/2015	<u>S(1)</u>	802	D	\$ 246.17	177,520	D
Common Stock	05/21/2015	<u>S(1)</u>	380	D	\$ 246.21	177,140	D
Common Stock	05/21/2015	<u>S(1)</u>	800	D	\$ 246.26	176,340	D
Common Stock	05/21/2015	<u>S(1)</u>	200	D	\$ 246.27	176,140	D
Common Stock	05/21/2015	<u>S(1)</u>	100	D	\$ 246.29	176,040	D
Common Stock	05/21/2015	<u>S(1)</u>	100	D	\$ 246.3	175,940	D
	05/21/2015	<u>S(1)</u>	100	D		175,840	D

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Common Stock \$ 246.34

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RYAN JAMES T 100 GRAINGER PARKWAY LAKE FOREST, IL 60045201	X		Chairman, President and CEO	

Signatures

Aimee M. Nolan, as attorney-in-fact
Date: 05/22/2015

**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) Transaction pursuant to a previously adopted Rule 10b5-1 trading program.

Remarks:

This is the second of four Forms 4 to report all May 21, 2015 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.

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