GRAINGER W W INC

Form 4 May 22, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average

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if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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 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)	3. Date of Earliest Transaction	(Check air applicable)		
100 GRAIN	GER PARK	XWAY	(Month/Day/Year) 05/21/2015	_X Director 10% Owner X Officer (give title Other (specify below) Chairman, President and CEO		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
LAKE FOR	EST, IL 600	0455201	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tak	ole I - Non-	-Derivativ	e Secu	ırities Acquir	ed, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. 4. Securities Acquired (A) Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)				5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	05/21/2015		S <u>(1)</u>	200	D	\$ 246.95	170,287	D	
Common Stock	05/21/2015		S <u>(1)</u>	100	D	\$ 246.97	170,187	D	
Common Stock	05/21/2015		S <u>(1)</u>	456	D	\$ 246.98	169,731	D	
Common Stock	05/21/2015		S <u>(1)</u>	100	D	\$ 246.99	169,631	D	
Common Stock	05/21/2015		S(1)	200	D	\$ 247	169,431	D	

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Common Stock	05/21/2015	S <u>(1)</u>	50	D	\$ 247.01	169,381	D
Common Stock	05/21/2015	S <u>(1)</u>	300	D	\$ 247.02	169,081	D
Common Stock	05/21/2015	S <u>(1)</u>	100	D	\$ 247.03	168,981	D
Common Stock	05/21/2015	S <u>(1)</u>	1,983	D	\$ 247.04	166,998	D
Common Stock	05/21/2015	S <u>(1)</u>	356	D	\$ 247.05	166,642	D
Common Stock	05/21/2015	S <u>(1)</u>	101	D	\$ 247.07	166,541	D
Common Stock	05/21/2015	S <u>(1)</u>	200	D	\$ 247.08	166,341	D
Common Stock	05/21/2015	S <u>(1)</u>	100	D	\$ 247.0862	166,241	D
Common Stock	05/21/2015	S <u>(1)</u>	100	D	\$ 247.09	166,141	D
Common Stock	05/21/2015	S <u>(1)</u>	200	D	\$ 247.1	165,941	D
Common Stock	05/21/2015	S <u>(1)</u>	200	D	\$ 247.11	165,741	D
Common Stock	05/21/2015	S <u>(1)</u>	100	D	\$ 247.12	165,641	D
Common Stock	05/21/2015	S(1)	200	D	\$ 247.21	165,441	D
Common Stock	05/21/2015	S <u>(1)</u>	300	D	\$ 247.23	165,141	D
Common Stock	05/21/2015	S <u>(1)</u>	100	D	\$ 247.25	165,041	D
Common Stock	05/21/2015	S <u>(1)</u>	50	D	\$ 247.29	164,991	D
Common Stock	05/21/2015	S <u>(1)</u>	1,020	D	\$ 247.32	163,971	D
Common Stock	05/21/2015	S <u>(1)</u>	100	D	\$ 247.35	163,871	D
Common Stock	05/21/2015	S <u>(1)</u>	100	D	\$ 247.3562	163,771	D
Common Stock	05/21/2015	S <u>(1)</u>	2	D	\$ 247.36	163,769	D
	05/21/2015	S(1)	6	D	\$ 247.37	163,763	D

Common Stock

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transact	orNumber	Expiration D	ate	Amoun	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities	3		(Instr. 3	3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
						Date	Expiration		Number		
						Exercisable	Date		of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address			Keiationsinps	
	Director	10% Owner	Officer	Other

100 GRAINGER PARKWAY LAKE FOREST, IL 600455201

X Chairman, President and CEO

Signatures

RYAN JAMES T

Aimee M. Nolan, as

attorney-in-fact 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 fourth 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.

Reporting Owners 3

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