HAILEY V ANN Form 4 April 27, 2018

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

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OMB APPROVAL

subject to Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

if no longer

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).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person * HAILEY V ANN

2. Issuer Name and Ticker or Trading Symbol

GRAINGER W W INC [GWW]

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

(Middle)

(Zip)

3. Date of Earliest Transaction

X_ Director

100 GRAINGER PARKWAY

(First)

(Street)

(State)

(Month/Day/Year)

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

04/25/2018

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

X 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

LAKE FOREST, IL 60045

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially (D) or Owned Following (Instr. 4) Reported

6. Ownership 7. Nature of Form: Direct Indirect Beneficial Indirect (I) Ownership (Instr. 4)

(9-02)

(A) Transaction(s) or

(Instr. 3 and 4) Code V Amount (D) Price

Common Stock

200 D

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)

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.		5. Nur	nber	6. Date Exer	cisable and	7. Title and A	Amount of	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transa	ctio	nof		Expiration D	ate	Underlying S	Securities	Derivativ
Security	or Exercise		any	Code		Deriva	ative	(Month/Day/	/Year)	(Instr. 3 and	4)	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8	8)	Securi	ties					(Instr. 5)
	Derivative					Acqui	red					
	Security					(A) or						
						Dispos	sed					
						of (D)						
						(Instr.	3, 4,					
						and 5)						
				Code	v	(A)	(D)	Date	Expiration	Title	Amount	
				couc	•	(2 1)	(2)	Exercisable	Date	Title	or	
								Exercisable	Dute		Number	
											of	
											Shares	
											5111105	
Stock	(1)	04/05/0010				755		(2)	(2)	Common	755	ф 07 0 г
Units	<u>(1)</u>	04/25/2018		Α		755		(2)	(2)	Stock	755	\$ 279.5

Reporting Owners

Reporting Owner Name / Address	Relationships							
• 0	Director	10% Owner	Officer	Other				
HAILEY V ANN 100 GRAINGER PARKWAY LAKE FOREST, IL 60045	X							

Signatures

Hugo Dubovoy, Jr., as attorney-in-fact 04/27/2018

**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 end 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.

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