

GRAINGER W W INC
Form 4
September 16, 2011

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 *
HOWARD JOHN L

(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)
09/15/2011

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)

Sr. VP and General Counsel

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	(D)	Price
Common Stock	09/15/2011		S		200	D	\$ 160.1 44,984
Common Stock	09/15/2011		S		200	D	\$ 160.12 44,784
Common Stock	09/15/2011		S		470	D	\$ 160.13 44,314
Common Stock	09/15/2011		S		200	D	\$ 160.14 44,114
Common Stock	09/15/2011		S		30	D	\$ 160.16 44,084

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Common Stock	09/15/2011	S	100	D	\$ 160.17	43,984	D
Common Stock	09/15/2011	S	100	D	\$ 160.23	43,884	D
Common Stock	09/15/2011	S	100	D	\$ 160.26	43,784	D
Common Stock	09/15/2011	S	100	D	\$ 160.27	43,684	D
Common Stock	09/15/2011	S	100	D	\$ 160.29	43,584	D
Common Stock	09/15/2011	S	100	D	\$ 160.36	43,484	D
Common Stock	09/15/2011	S	100	D	\$ 160.43	43,384	D
Common Stock	09/15/2011	S	100	D	\$ 160.435	43,284	D
Common Stock	09/15/2011	S	100	D	\$ 160.44	43,184	D
Common Stock	09/15/2011	S	100	D	\$ 160.442	43,084	D
Common Stock	09/15/2011	S	100	D	\$ 160.45	42,984	D
Common Stock	09/15/2011	S	100	D	\$ 160.464	42,884	D
Common Stock	09/15/2011	S	100	D	\$ 160.65	42,784	D
Common Stock	09/15/2011	S	15	D	\$ 160.75	42,769	D
Common Stock	09/15/2011	S	84	D	\$ 160.76	42,685	D
Common Stock	09/15/2011	S	100	D	\$ 160.792	42,585	D
Common Stock	09/15/2011	S	200	D	\$ 160.845	42,385	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 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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Code V (A) (D)				

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOWARD JOHN L 100 GRAINGER PARKWAY LAKE FOREST, IL 60045-5201			Sr. VP and General Counsel	

Signatures

Martha Ha, as attorney in fact 09/16/2011
**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).

Remarks:

This is the third of three Forms 4 to report all September 15, 2011 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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