Edgar Filing: GRAINGER W W INC - Form 4

GRAINGER Form 4 March 02, 20											
FORM	4							-	PPROVAL		
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								OMB Number:	3235-0287		
Check this box if no longer subject to Section 16. STATEMENT OF CHANGES IN BENEFICIAL (SECURITIES					CIAL OW	NERSHIP OF		Expires: January 31 2005 Estimated average burden hours per			
Form 4 or Form 5 obligation may contin <i>See</i> Instruct 1(b).	Filed pur s Section 17(a) of the Pu	ublic Uti	ility Hold	ing Com	•	ge Act of 1934, f 1935 or Sectio 40	response			
(Print or Type R	esponses)										
			2. Issuer Name and Ticker or Trading Symbol GRAINGER W W INC [GWW]				5. Relationship of Reporting Person(s) to Issuer				
(T)		L 3				(Check all applicable)					
(Last) (First) (Middle) 100 GRAINGER PARKWAY (Street)			3. Date of Earliest Transaction(Month/Day/Year)03/01/2011				_X_ Director Officer (give below)	tor 10% Owner r (give title Other (specify below)			
				ndment, Dat th/Day/Year)	e Original		 6. Individual or Joint/Group Filing(Check Applicable Line) X_ Form filed by One Reporting Person 				
LAKE FORE	EST, IL 60045-5	201					Form filed by I Person	More than One Re	eporting		
(City)	(State)	(Zip)	Table	e I - Non-Do	erivative S	ecurities Ac	quired, Disposed o	f, or Beneficial	lly Owned		
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)		Date, if	3. Transactic Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3, 4	(A) or of (D) 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code V	Amount	(A)or(D) Price	Transaction(s) (Instr. 3 and 4)				
Common Stock							5,340	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 of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transac Code (Instr. 8	of Der Sec (A) Disj of (I	orNumber Expiration Date of (Month/Day/Year)		ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)
			Code V	V (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Units	<u>(1)</u>	03/01/2011	А	60		(2)	(2)	Common Stock	60	\$ 133.21

Reporting Owners

Reporting Owner Name / Address	Relationships								
Reporting O when Funite / Funitess	Director	10% Owner	Officer	Other					
NOVICH NEIL S 100 GRAINGER PARKWAY LAKE FOREST, IL 60045-5201	Х								
Signatures									
Cristen L. Kogl, as attorney-in-fact	03/	02/2011							
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).
- (1) 1-for-1

(2) The stock units are expected to settle in cash 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.