HALL WILLIAM K Form 4 April 28, 2011

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** 

OMB 3235-0287 Number:

Expires: 2005 Estimated average

10% Owner

January 31,

burden hours per response... 0.5

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

Check this box

obligations may continue. See Instruction

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(b).

(Last)

(City)

1. Name and Address of Reporting Person \* HALL WILLIAM K

(First)

(Street)

(State)

2. Issuer Name and Ticker or Trading Symbol

GRAINGER W W INC [GWW]

5. Relationship of Reporting Person(s) to

Issuer

(Middle)

(Zip)

3. Date of Earliest Transaction

(Month/Day/Year)

(Check all applicable)

04/27/2011

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

Officer (give title Other (specify below) 6. Individual or Joint/Group Filing(Check

Applicable Line)

X\_ Director

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

LAKE FOREST, IL 60045-5201

100 GRAINGER PARKWAY

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

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

3,000

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

(A) Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price

D

Common Stock

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

(Month/Day/Year)

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

#### Edgar Filing: HALL WILLIAM K - Form 4

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Numbe	r	6. Date Exer	cisable and	7. Title and A	Amount of	8. Price
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transact	ionof Derivat	tive	Expiration D	ate	Underlying S	Securities	Deriva
Security	or Exercise		any	Code	Securities		(Month/Day/	Year)	(Instr. 3 and	4)	Securit
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired						(Instr.
	Derivative				(A) or						
	Security				Disposed	of					
	_				(D)						
					(Instr. 3, 4	1,					
					and 5)						
				C-1- 1	(A)	(D)	D-4-	E!	TP:41-	A	
				Code V	(A)	(D)	Date	Expiration	Title	Amount	
							Exercisable	Date		or	
										Number	
										of	
										Shares	
Stock									Common		
	<u>(1)</u>	04/27/2011		A	1,561		(2)	(2)		1,561	\$ 149
Units									Stock		

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
HALL WILLIAM K 100 GRAINGER PARKWAY LAKE FOREST, IL 60045-5201	X						

## **Signatures**

Cristen L. Kogl, as attorney-in-fact 04/28/2011

\*\*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.

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