Edgar Filing: ROBERTS MICHAEL JAMES - Form 4

ROBERTS MICHAEL JAMES Form 4 April 28, 2011				
	OMB APPROVAL			
Washington, D.C. 20549	OMB 3235-0287 Number:			
Check this box if no longer CTLATED (EDVT) OF CHANGES IN DEDUCTAL ON DEDUCTOR	Expires: January 31, 2005			
subject to STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF E Section 16. SECURITIES	Estimated average burden hours per			
Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,	response 0.5			
obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section				
<i>See</i> Instruction 16. 30(h) of the Investment Company Act of 1940 1(b).				
(Print or Type Responses)				
ROBERTS MICHAEL JAMES Symbol Issuer	5. Relationship of Reporting Person(s) to Issuer			
GRAINGER W W INC [GWW] (Check a	(Check all applicable)			
(Last) (First) (Middle) 3. Date of Earliest Transaction	10% 0			
100 GRAINGER PARKWAY(Month/Day/Year)X_ Director04/27/2011Officer (give title below)	le 10% Owner below)			
(Street) 4. If Amendment, Date Original 6. Individual or Joint	t/Group Filing(Check			
Filed(Month/Day/Year) Applicable Line)	Applicable Line) _X_Form filed by One Reporting Person			
	e than One Reporting			
(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or	or Beneficially Owned			
Security (Instr. 3)(Month/Day/Year)Execution Date, if anyTransactionAcquired (A) or CodeSecuritiesFor Disposed of (D)(Instr. 3)anyCodeDisposed of (D)Beneficially(D) (D)(Month/Day/Year)(Instr. 8)(Instr. 3, 4 and 5)OwnedInd	Ownership7. Nature oform: DirectIndirectorBeneficialdirect (I)Ownershipnstr. 4)(Instr. 4)			
(A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price				
Common 1,000 D Stock				

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)

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. 5. Number Transaction Derivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		onof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,		Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,		Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,		ansaction Derivative de Securities str. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4,		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price Deriva Securit (Instr.
				Code Y	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares							
Stock Units	(1)	04/27/2011		А		1,560		(2)	(2)	Common Stock	1,560	\$ 149						

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Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
ROBERTS MICHAEL JAMES 100 GRAINGER PARKWAY LAKE FOREST, IL 60045-5201	Х						
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.