GRAINGER W W INC

Form 4

September 16, 2011

FORM 4

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

SECURITIES

OMB Number:

3235-0287

0.5

Check this box STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005

OMB APPROVAL

Estimated average

burden hours per response...

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

obligations

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 may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * HOWARD JOHN L		rting Person *	2. Issuer Name and Ticker or Trading Symbol GRAINGER W W INC [GWW]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check an applicable)		
			(Month/Day/Year)	Director 10% Owner		
100 GRAINO	GER PARK	WAY	09/15/2011	X Officer (give title Other (specify below)		
				Sr. VP and General Counsel		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person		
LAKE FOREST, IL 60045-5201				Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tab	le I - Non-	Derivativ	e Secu	rities Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securionor Dispo (Instr. 3,	sed of 4 and (A) or		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)
Common Stock	09/15/2011		S	519	D	\$ 159.75	49,184	D	
Common Stock	09/15/2011		S	100	D	\$ 159.76	49,084	D	
Common Stock	09/15/2011		S	100	D	\$ 159.762	48,984	D	
Common Stock	09/15/2011		S	200	D	\$ 159.77	48,784	D	
Common Stock	09/15/2011		S	100	D	\$ 159.79	48,684	D	

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Common Stock	09/15/2011	S	1,200	D	\$ 159.8	47,484	D
Common Stock	09/15/2011	S	100	D	\$ 159.81	47,384	D
Common Stock	09/15/2011	S	200	D	\$ 159.82	47,184	D
Common Stock	09/15/2011	S	300	D	\$ 159.83	46,884	D
Common Stock	09/15/2011	S	100	D	\$ 159.85	46,784	D
Common Stock	09/15/2011	S	200	D	\$ 159.87	46,584	D
Common Stock	09/15/2011	S	100	D	\$ 159.89	46,484	D
Common Stock	09/15/2011	S	100	D	\$ 159.9	46,384	D
Common Stock	09/15/2011	S	100	D	\$ 159.91	46,284	D
Common Stock	09/15/2011	S	30	D	\$ 159.92	46,254	D
Common Stock	09/15/2011	S	570	D	\$ 159.94	45,684	D
Common Stock	09/15/2011	S	100	D	\$ 159.96	45,584	D
Common Stock	09/15/2011	S	100	D	\$ 160	45,484	D
Common Stock	09/15/2011	S	100	D	\$ 160.003	45,384	D
Common Stock	09/15/2011	S	100	D	\$ 160.06	45,284	D
Common Stock	09/15/2011	S	100	D	\$ 160.07	45,184	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.

SEC 1474 (9-02)

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

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1. Title o	of 2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title and	8. Price of	9. Nu
Derivati	ve Conversion	(Month/Day/Year)	Execution Date, if	Transact	ctionNumber Expiration Date		Amount of	Derivative	Deriv	
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	ve .		Securities	(Instr. 5)	Bene
	Derivative				Securitie	S		(Instr. 3 and	14)	Own
	Security				Acquired					Follo
					(A) or					Repo
					Disposed					Trans
					of (D)					(Instr
					(Instr. 3,					
					4, and 5)					
				Code V	(A) (D)	Date	Expiration	Title Amo	unt	
				Code ((11) (D)	Exercisable	Date	or	uni	
						Lacicisatic	Date	Num	her	
								of		
								Share	96	

Reporting Owners

Relationships Reporting Owner Name / Address

> 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 09/16/2011 in fact

**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 second 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. 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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