JADIN RONALD L Form 4

December 02, 2011

# FORM 4

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

OMB 3235-0287 Number:

**OMB APPROVAL** 

if no longer subject to Section 16.

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

January 31, Expires: 2005 Estimated average

0.5

Form 4 or Form 5 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

burden hours per response...

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * JADIN RONALD L			2. Issuer Name <b>and</b> 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		3. Date of Earliest Transaction	(Check all applicable)		
			(Month/Day/Year)	Director 10% Owner		
100 GRAINGER PARKWAY		WAY	12/01/2011	X Officer (give title Other (specify below) Sr. VP & CFO		
	(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 FOR	EST, IL 600	45		Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tab	le I - Non-	Derivativo	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. 4. Securities Acquired (A) Transactiomr Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)  (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	12/01/2011		Code V	Amount 300	(D)	Price \$ 187.64	· ·	I	By wife. (1)
Common Stock	12/01/2011		S	100	D	\$ 187.65	1,853	I	By wife. $\underline{\underline{(1)}}$
Common Stock	12/01/2011		S	200	D	\$ 187.66	1,653	I	By wife. $\underline{\underline{(1)}}$
Common Stock	12/01/2011		S	100	D	\$ 187.665	1,553	I	By wife. $\underline{\underline{(1)}}$
Common Stock	12/01/2011		S	200	D	\$ 187.67	1,353	I	By wife. $(1)$

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Common Stock	12/01/2011	S	100	D	\$ 187.715	1,253	I	By wife. $\underline{^{(1)}}$
Common Stock	12/01/2011	S	180	D	\$ 187.73	1,073	I	By wife. $\underline{\underline{(1)}}$
Common Stock	12/01/2011	S	48	D	\$ 187.75	1,025	I	By wife. $\underline{^{(1)}}$

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)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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)	4. Transacti Code (Instr. 8)	5. conNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Secur (Instr.	int of rlying	8. Price of Derivative Security (Instr. 5)
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

# **Reporting Owners**

Reporting Owner Name / Address	Relationships							
• 0	Director	10% Owner	Officer	Other				
JADIN RONALD L								
100 GRAINGER PARKWAY			Sr. VP & CFO					

### **Signatures**

LAKE FOREST, IL 60045

John L. Howard, as attorney-in-fact

\*\*Signature of Reporting Person Date

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### **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) Shares held by Mr. Jadin's wife. Mr. Jadin disclaims beneficial ownership of such shares.

#### **Remarks:**

This is the third of three Forms 4 to report all December 1, 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.