CARRUTHERS COURT D

Form 4

December 21, 2011

FORM 4

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

OMB Number: 3235-0287

Estimated average

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

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... 0.5

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * CARRUTHERS COURT D			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	(Cheek an applicable)		
			(Month/Day/Year)	Director 10% Owner		
100 GRAINGER PARKWAY		/AY	12/20/2011	X Officer (give title Other (specify below) Sr. Vice President		
(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		

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

` *	· · ·	Tabl	ie 1 - Noii-i	Jerivauve	secu	riues Acquii	rea, Disposea oi,	or beneficially	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)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common Stock	12/20/2011		S	300	D	\$ 185.18	27,486	D	
Common Stock	12/20/2011		S	100	D	\$ 185.245	27,386	D	
Common Stock	12/20/2011		S	100	D	\$ 185.25	27,286	D	
Common Stock	12/20/2011		S	225	D	\$ 185.27	27,061	D	
Common Stock	12/20/2011		S	400	D	\$ 185.275	26,661	D	

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Common Stock	12/20/2011	S	400	D	\$ 185.28	26,261	D
Common Stock	12/20/2011	S	100	D	\$ 185.29	26,161	D
Common Stock	12/20/2011	S	200	D	\$ 185.295	25,961	D
Common Stock	12/20/2011	S	100	D	\$ 185.3	25,861	D
Common Stock	12/20/2011	S	200	D	\$ 185.315	25,661	D
Common Stock	12/20/2011	S	100	D	\$ 185.32	25,561	D
Common Stock	12/20/2011	S	100	D	\$ 185.33	25,461	D
Common Stock	12/20/2011	S	200	D	\$ 185.36	25,261	D
Common Stock	12/20/2011	S	12	D	\$ 185.37	25,249	D
Common Stock	12/20/2011	S	100	D	\$ 185.39	25,149	D
Common Stock	12/20/2011	S	200	D	\$ 185.395	24,949	D
Common Stock	12/20/2011	S	2	D	\$ 185.41	24,947	D
Common Stock	12/20/2011	S	698	D	\$ 185.42	24,249	D
Common Stock	12/20/2011	S	100	D	\$ 185.48	24,149	D
Common Stock	12/20/2011	S	800	D	\$ 185.49	23,349	D

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

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SEC 1474 (9-02)

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

1. Title of Derivative		3. Transaction Date (Month/Day/Year)			5. orNumber	6. Date Exercisable and Expiration Date	7. Title and Amount of	8. Price of Derivative	
Security (Instr. 3)	or Exercise Price of	· · · · · · · · · · · · · · · · · · ·	any (Month/Day/Year)	Code (Instr. 8)	of Derivative	(Month/Day/Year)	Underlying Securities	2	Secur Bene

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Derivative Securities (Instr. 3 and 4)
Security Acquired

Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)

Code V (A) (D) Date Expiration Title Amount

Exercisable Date

or Number of Shares Own

Follo

Repo

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(Insti

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

CARRUTHERS COURT D 100 GRAINGER PARKWAY LAKE FOREST, IL 60045-5201

Sr. Vice President

Signatures

John L. Howard, as attorney-in-fact 12/21/2011

**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).

Remarks:

This is the second of three Forms 4 to report all December 20, 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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