### Edgar Filing: GRAINGER W W INC - Form 4

GRAINGE	R W W INC										
December 2	21, 2011										
FORM	Л 4						NCEC			PPROVAL	
		SECURITIES AND EXCHANGE COMMIS Washington, D.C. 20549					OMB Number:	3235-0287			
Check t if no lor subject Section Form 4 Form 5	nger to 16. or Filed r	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,								Expires:January 31Expires:2005Estimated averageburden hours perresponse0.5	
obligati may con <i>See</i> Inst 1(b).	ntinue. Section 1			Itility Hol	-	-	•	1935 or Section	I		
(Print or Type	Responses)										
1. Name and Address of Reporting Person <u>*</u> MCCARTER JOHN W JR			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) 100 GRAINGER PARKWAY			3. Date of Earliest Transaction (Month/Day/Year) 12/20/2011					X_ Director 10% Owner Officer (give title Other (specify below) below)			
LAKE FO	(Street) REST, IL 60045	5-5201		endment, D onth/Day/Yea	-	al		6. Individual or Joi Applicable Line) _X_ Form filed by O Form filed by M Person	ne Reporting Pe	rson	
(City)	(State)	(Zip)	Tab	ole I - Non-l	Derivativ	e Secu		iired, Disposed of,	or Beneficial	ly Owned	
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deemed Execution I any (Month/Day/Year)			ed 3. 4. Securities Acquired (A) Date, if Transactions Disposed of (D) Code (Instr. 3, 4 and 5)				cquired (A) (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. 7. Nature o Ownership Indirect Form: Beneficial Direct (D) Ownership or Indirect (Instr. 4) (I) (Instr. 4)		
Common				Code V	Amount		Price	(Instr. 3 and 4)			
Common Stock	12/20/2011			М	1,650	А	\$ 54.61	15,829	D		
Common Stock	12/20/2011			S	386	D	\$ 185.93	3 15,443	D		
Common Stock	12/20/2011			S	100	D	\$ 185.932	15,343	D		

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

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# 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. Transacti Code (Instr. 8)	5. Number on f Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)8	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Units	<u>(1)</u>					(2)	(2)	Common Stock	12,390
Stock Option	\$ 54.61	12/20/2011		М	1,650	04/24/2002	04/23/2012	Common Stock	1,650
Stock Option	\$ 45.5					04/30/2003	04/29/2013	Common Stock	1,980
Stock Option	\$ 54.14					04/28/2004	04/27/2014	Common Stock	1,670

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
MCCARTER JOHN W JR 100 GRAINGER PARKWAY LAKE FOREST, IL 60045-5201	Х					
Signatures						
John I. Howard as						

John L. Howard, as 12/21/2011 attorney-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).
- (**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.

8 L