GRAINGER W W INC

Form 4

March 08, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

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OMB APPROVAL

Check this box if no longer subject to Section 16.

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

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person * HOWARD JOHN L

2. Issuer Name and Ticker or Trading Symbol

Issuer

5. Relationship of Reporting Person(s) to

GRAINGER W W INC [GWW]

(Last) (First) (Middle) 3. Date of Earliest Transaction

> (Month/Day/Year) 03/07/2012

10% Owner

(Check all applicable)

Sr. VP and General Counsel

Director _X__ Officer (give title below)

Other (specify

100 GRAINGER PARKWAY

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

LAKE FOREST, IL 60045-5201

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative	Secur	ities Acqui	red, Disposed of,	or Beneficial	ly 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) Transaction 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	03/07/2012		Code V M	Amount 13,000	(D)	Price \$ 52.29	57,802	D	
Common Stock	03/07/2012		S	4,476	D	\$ 207	53,326	D	
Common Stock	03/07/2012		S	100	D	\$ 207.01	53,226	D	
Common Stock	03/07/2012		S	318	D	\$ 207.02	52,908	D	
Common Stock	03/07/2012		S	1,200	D	\$ 207.03	51,708	D	

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Common Stock	03/07/2012	S	103	D	\$ 207.04	51,605	D
Common Stock	03/07/2012	S	300	D	\$ 207.05	51,305	D
Common Stock	03/07/2012	S	100	D	\$ 207.06	51,205	D
Common Stock	03/07/2012	S	3	D	\$ 207.08	51,202	D
Common Stock	03/07/2012	S	1,600	D	\$ 207.12	49,602	D
Common Stock	03/07/2012	S	100	D	\$ 207.13	49,502	D
Common Stock	03/07/2012	S	100	D	\$ 207.16	49,402	D
Common Stock	03/07/2012	S	1,800	D	\$ 207.18	47,602	D
Common Stock	03/07/2012	S	2,700	D	\$ 207.19	44,902	D
Common Stock	03/07/2012	S	100	D	\$ 207.21	44,802	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. Transactio Code (Instr. 8)	5. Number of orDerivative 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)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option	\$ 52.29	03/07/2012		M		13,000	04/27/2008	04/26/2015	Common Stock	13,000
Option	\$ 76.61						04/26/2009	04/25/2016	Common Stock	10,000

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Option	\$ 83.08	04/25/2010	04/24/2017	Common Stock	10,000
Option	\$ 85.82	04/30/2011	04/29/2018	Common Stock	11,000
Option	\$ 81.49	04/29/2012	04/28/2019	Common Stock	21,000
Option	\$ 108.15	04/28/2013	04/27/2020	Common Stock	19,500
Option	\$ 149.02	04/27/2014	04/26/2021	Common Stock	14,990

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

HOWARD JOHN L 100 GRAINGER PARKWAY LAKE FOREST, IL 60045-5201

Sr. VP and General Counsel

Signatures

Aimee M. Nolan, as attorney-in-fact

03/08/2012

**Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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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^{**} Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).