#### LEVENICK STUART L

Form 4 April 26, 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

Expires:

January 31, 2005

0.5

Estimated average burden hours per

**OMB APPROVAL** 

response...

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

obligations

may continue.

See Instruction

Check this box

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

1(b).

(Last)

(City)

1.Title of

Security

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person \* LEVENICK STUART L

(First)

(Street)

(State)

2. Issuer Name and Ticker or Trading Symbol

GRAINGER W W INC [GWW]

5. Relationship of Reporting Person(s) to

Issuer

(Middle)

3. Date of Earliest Transaction

(Check all applicable) X\_ Director 10% Owner

100 GRAINGER PARKWAY

(Month/Day/Year) 04/25/2012

Officer (give title Other (specify below)

4. If Amendment, Date Original

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

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

LAKE FOREST, IL 60045-5201

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Zip)

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

Reported

Code V Amount (D) Price

(A)

or

Transaction(s) (Instr. 3 and 4)

Common Stock

400 D

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

(Month/Day/Year)

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

#### Edgar Filing: LEVENICK STUART L - Form 4

1. Title of	2.	3. Transaction Date	3A. Deemed	4.		5. Nur	nber	6. Date Exer	cisable and	7. Title and A	Amount of	8. Price o
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transac	ctio	nof		Expiration D	ate	Underlying S	Securities	Derivativ
Security	or Exercise		any	Code		Deriva	ative	(Month/Day/	Year)	(Instr. 3 and	4)	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8	3)	Securi	ities					(Instr. 5)
	Derivative					Acqui	red					
	Security					(A) or						
						Dispos	sed					
						of (D)						
						(Instr.	3, 4,					
						and 5)						
				Code	V	(A)	(D)	Date	Expiration	Title	Amount	
								Exercisable	Date		or	
											Number	
											of	
											Shares	
Stock										Common		
	<u>(1)</u>	04/25/2012		Α		720		(2)	(2)		720	\$ 204.0
Units										Stock		

# **Reporting Owners**

Reporting Owner Name / Address	Relationships							
1 0	Director	10% Owner	Officer	Other				
LEVENICK STUART L 100 GRAINGER PARKWAY LAKE FOREST, IL 60045-5201	X							

## **Signatures**

Aimee M. Nolan, as attorney-in-fact 04/26/2012 \*\*Signature of Reporting Person

### **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).

Date

- (1) 1-for-1
- (2) The stock units are expected to settle in shares of common stock on a one-for-one basis following termination of service as a director.
  - The stock units are expected to settle in shares of common stock on a one-for-one basis following termination of service as a director.
- (The total includes 11,986 units previously reported as being settled for cash but the terms of which were amended on April 25, 2012 to provide for settlement in shares.)

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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