#### ROBERTS MICHAEL JAMES

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 APPROVAL** 

**OMB** 3235-0287 Number:

January 31, Expires: 2005 Estimated average

0.5

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if no longer subject to Section 16. Form 4 or

Check this box

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person \* **ROBERTS MICHAEL JAMES** 

2. Issuer Name and Ticker or Trading Symbol

GRAINGER W W INC [GWW]

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(City)

Stock

(First)

(Middle) 3. Date of Earliest Transaction

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

X\_ Director 10% Owner Officer (give title Other (specify

(Check all applicable)

below)

100 GRAINGER PARKWAY

(Street)

(State)

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 Form filed by More than One Reporting

Person

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

LAKE FOREST, IL 60045-5201

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

(Zip)

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

Code V Amount (D)

5. Amount of Securities Beneficially Owned Following Reported

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

(A) or

Transaction(s) (Instr. 3 and 4) Price

Common

1,000 D

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

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: ROBERTS MICHAEL JAMES - Form 4

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Nun	ıber	6. Date Exer	cisable and	7. Title and A	Amount of	8. Price
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction Derivative Code Securities		vative	Expiration Date		Underlying Securities		Deriva
Security	or Exercise		any			(Month/Day/Year)		(Instr. 3 and 4)		Securit	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8	) Acquir	ed					(Instr.
	Derivative				(A) or						
	Security				Disposed of						
					(D)						
				(Instr. 3, 4,							
					and 5)						
				Code \	V (A)	(D)	Date	Expiration	Title	Amount	
				Code	v (A)	(D)	Exercisable	Date	Title		
							Exercisable	Date		or Number	
										of	
										Shares	
Stock							(2)	(2)	Common		
Units	<u>(1)</u>	04/25/2012		Α	1,137		(2)	(2)	Stock	1,137	\$ 204
Omis									SIOCK		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
• 0	Director	10% Owner	Officer	Other			
ROBERTS MICHAEL JAMES 100 GRAINGER PARKWAY LAKE FOREST, IL 60045-5201	X						

# **Signatures**

Aimee M. Nolan, as attorney-in-fact 04/26/2012

\*\*Signature of Reporting Person Date

## **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* 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 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.
- (3) (The total includes 11,768 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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