GRAINGER W W INC

Form 4 June 04, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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response...

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

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * **NOVICH NEIL S**

2. Issuer Name and Ticker or Trading Symbol

GRAINGER W W INC [GWW]

5. Relationship of Reporting Person(s) to

Issuer

(First) (Last)

(Middle)

(Zip)

3. Date of Earliest Transaction

(Check all applicable)

100 GRAINGER PARKWAY

(Street)

(State)

(Month/Day/Year) 06/01/2012

X_ Director 10% Owner Officer (give title Other (specify

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

below)

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)

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) 5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Beneficially (D) or Indirect (I) Owned Following (Instr. 4)

Reported

Transaction(s) (Instr. 3 and 4)

Common Stock

(City)

Code V Amount (D) Price

(A)

or

5,340 D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Indirect

Beneficial

Ownership

(Instr. 4)

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

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1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)		4. Transac Code	5. ctionNum of	ber	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security
(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8		rities nired or osed o) r. 3,	9	Tour)	(msu. 3 und	',	(Instr. 5)
				Code	V (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Units	<u>(1)</u>	06/01/2012		A	74		(2)	(2)	Common Stock	74	\$ 193.65

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

NOVICH NEIL S
100 GRAINGER PARKWAY X

LAKE FOREST, IL 60045-5201

Signatures

John L. Howard, as attorney-in-fact 06/04/2012

**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.

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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