#### **IRVING GREGORY S**

Form 4 July 30, 2012

## FORM 4

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

Check this box

if no longer subject to Section 16. Form 4 or

Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

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)

(Last)

1. Name and Address of Reporting Person \* **IRVING GREGORY S** 

(First)

(Middle)

100 GRAINGER PARKWAY

(Street)

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

2. Issuer Name and Ticker or Trading Symbol

GRAINGER W W INC [GWW]

3. Date of Earliest Transaction (Month/Day/Year)

07/26/2012

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

**OMB APPROVAL** 

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Director 10% Owner Other (specify \_X\_\_ Officer (give title below)

Vice President and Controller

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) Tabl	le I - Non-I	Derivative	Secu	rities Acqu	ired, Disposed of	, or Beneficial	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)		5. Amount of Securities Ownership Beneficially Form: Direct (D) or Indirect (I) Reported (Instr. 4)  Transaction(s)		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	07/26/2012		S	200	D	\$ 202.42	7,388	D	
Common Stock	07/26/2012		S	100	D	\$ 202.5	7,288	D	
Common Stock	07/26/2012		S	100	D	\$ 202.54	7,188	D	
Common Stock	07/26/2012		S	90	D	\$ 202.62	7,098	D	
Common Stock	07/26/2012		S	200	D	\$ 202.63	6,898	D	

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Common Stock	07/26/2012	S	100	D	\$ 202.64	6,798	D
Common Stock	07/26/2012	S	100	D	\$ 202.66	6,698	D
Common Stock	07/26/2012	S	500	D	\$ 202.75	6,198	D
Common Stock	07/26/2012	S	210	D	\$ 202.76	5,988	D
Common Stock	07/26/2012	S	200	D	\$ 202.81	5,788	D
Common Stock	07/26/2012	S	200	D	\$ 202.82	5,588	D
Common Stock	07/26/2012	S	100	D	\$ 202.85	5,488	D
Common Stock	07/26/2012	S	200	D	\$ 203.05	5,288	D
Common Stock	07/26/2012	S	100	D	\$ 203.06	5,188	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)

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. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Prio Deriv Secur (Instr.
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option	\$ 85.82					04/30/2011	04/29/2018	Common Stock	1,600	
Option	\$ 81.49					04/29/2012	04/28/2019	Common Stock	7,000	

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Option	\$ 108.15	04/28/2013	04/27/2020	Common Stock	5,800
Option	\$ 149.02	04/27/2014	04/26/2021	Common Stock	4,608
Option	\$ 204.01	04/25/2015	04/24/2022	Common Stock	3,385

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

IRVING GREGORY S 100 GRAINGER PARKWAY LAKE FOREST, IL 60045-5201

Vice President and Controller

### **Signatures**

Aimee M. Nolan, as attorney-in-fact

07/30/2012

\*\*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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<sup>\*\*</sup> Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).