Edgar Filing: GRAINGER W W INC - Form 4

GRAINGER	W W INC											
Form 4	10											
August 09, 20										OMB A	PPROVAL	
FORM	UNITED	STATES				ND EXC D.C. 205		NGE (COMMISSION		3235-0287	
Check this box if no longer subject to STATEMENT OF CHANG				GES IN BENEFICIAL OWNERSHIP O SECURITIES						Expires:January 31, 2005Estimated averageburden hours per response0.5		
Form 5 obligation may conti <i>See</i> Instru- 1(b).	Filed pures s Section 17(a	a) of the P		ility H	oldi	ng Com	pany	Act o	e Act of 1934, f 1935 or Sectio 40		0.5	
(Print or Type R	esponses)											
NOVICH NEIL S Symbol						Ficker or T		-	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (N		3. Date of Earliest Transaction					(Check all applicable)				
100 GRAINGER PARKWAY(Month/l 08/08/2				Day/Year) 2012					_X_Director10% Owner Officer (give titleOther (specify below) below)			
			nendment, Date Original onth/Day/Year)					 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person 				
LAKE FORI	EST, IL 60045-5	201							Form filed by N Person	Nore than One Re	eporting	
(City)	(State)	(Zip)	Table	e I - Nor	1-De	rivative S	ecuri	ties Aco	quired, Disposed of	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Executior any	ned 3. 4.3 n Date, if TransactionAc Code Dis		Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A)			SecuritiesIBeneficially(OwnedI	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
Common Stock	08/08/2012			Code G		Amount 25	or (D) D	Price \$ 0 (3)	(Instr. 3 and 4) 5,315	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.

 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 (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)	of	ative ities red sed 3,		ate	7. Title and A Underlying S (Instr. 3 and 4	ecurities	8. Price of Derivative Security (Instr. 5)
				Code V	(A) ((D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Units	<u>(1)</u>						(2)	(2)	Common Stock	17,866	

Reporting Owners

Reporting Owner Name / Address								
	Director	10% Owner	Officer	Other				
NOVICH NEIL S 100 GRAINGER PARKWAY LAKE FOREST, IL 60045-5201	Х							
Signatures								
John L. Howard, as attorney-in-fact	08	8/09/2012						
**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.
- (3) Disposition by gift.

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.