

JADIN RONALD L
Form 4
May 07, 2013

FORM 4

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

OMB APPROVAL

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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)

1. Name and Address of Reporting Person *
JADIN RONALD L

2. Issuer Name and Ticker or Trading Symbol
GRAINGER W W INC [GWW]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
05/07/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Sr. VP & CFO

100 GRAINGER PARKWAY

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

LAKE FOREST, IL 60045

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially 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)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock					19,917	D	
Common Stock	05/07/2013		M	5,000 A \$ 52.29	11,086	I	By wife. (1)
Common Stock	05/07/2013		S	3,300 D \$ 252.6	7,786	I	By wife. (1)
Common Stock	05/07/2013		S	100 D \$ 252.602	7,686	I	By wife. (1)
Common Stock	05/07/2013		S	100 D \$ 252.604	7,586	I	By wife. (1)

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Common Stock	05/07/2013	S	300	D	\$ 252.61	7,286	I	By wife. <u>(1)</u>
Common Stock	05/07/2013	S	10	D	\$ 252.62	7,276	I	By wife. <u>(1)</u>
Common Stock	05/07/2013	S	400	D	\$ 252.63	6,876	I	By wife. <u>(1)</u>
Common Stock	05/07/2013	S	790	D	\$ 252.65	6,086	I	By wife. <u>(1)</u>

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.

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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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Option	\$ 52.29	05/07/2013		M	5,000	04/27/2008 04/26/2015	Common Stock	5,000
Stock Option	\$ 76.61					04/26/2009 04/25/2016	Common Stock	3,500
Stock Option	\$ 83.08					04/25/2010 04/24/2017	Common Stock	3,200
Stock Option	\$ 85.82					04/30/2011 04/29/2018	Common Stock	13,500
Stock Option	\$ 81.49					04/29/2012 04/28/2019	Common Stock	30,000
Stock Option	\$ 108.15					04/28/2013 04/27/2020	Common Stock	29,000
Stock Option	\$ 149.02					04/27/2014 04/26/2021	Common Stock	25,336
Stock Option	\$ 204.01					04/25/2015 04/24/2022	Common Stock	19,527

