## Edgar Filing: GRAINGER W W INC - Form 4

GRAINGER W	W INC									
Form 4										
September 03, 20										
FORM 4	UNITED S	TATES SECUR	ITIES A	ND EXC	HANGE (	COMMISSION		PPROVAL		
			hington,				Number:	3235-0287		
Check this box if no longer subject to		ENT OF CHAN	GES IN I	NERSHIP OF	Expires:	January 31, 2005				
Section 16.			SECUR	ITIES		Estimated a burden hou	irs per			
Form 4 or Form 5 obligations may continue. <i>See</i> Instruction 1(b).	Section 17(a)	uant to Section 10 ) of the Public Ut 30(h) of the Inv	ility Hold	ing Com	pany Act o	f 1935 or Sectio	n response	0.5		
(Print or Type Respo	onses)									
1. Name and Addres HALL WILLIA		Symbol	Name and		C	5. Relationship of Issuer	f Reporting Per	son(s) to		
( <b>T</b> )		GRAINGER W W INC [GWW] 3. Date of Earliest Transaction				(Check all applicable)				
(Last) 100 GRAINGEF	· / ·	(Month/D	ay/Year)	ansaction		X Director Officer (give below)		b Owner er (specify		
(	(Street)	4. If Ame	ndment, Dat	e Original		6. Individual or Joint/Group Filing(Check				
LAKE FOREST		th/Day/Year)			Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	(State) (Z	Zip) Tabl								
(City)		Table	e I - Non-Do	erivative S	ecurities Ac	quired, Disposed of	f, or Beneficial	lly Owned		
	Transaction Date onth/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3, 4	(A) or of (D)	Beneficially	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code V	Amount	<ul><li>(A)</li><li>or</li><li>(D) Price</li></ul>	Transaction(s) (Instr. 3 and 4)				
Common Stock						3,000	D			

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

Persons who respond to the collection of 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)	4. Transac Code (Instr. 8	ction 8)	5. Numl of Deriv Secur Acqu (A) o Dispo of (D (Instr 4, and	vative rities ired or osed ) :. 3,	6. Date Exerc Expiration D (Month/Day/	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>	09/01/2013	А		62		(2)	(2)	Common Stock	62	\$ 247.35	

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships								
	Director	10% Owner	Officer	Other					
HALL WILLIAM K 100 GRAINGER PARKWAY LAKE FOREST, IL 60045-5201	Х								
Signatures									
David L. Rawlinson, as attorney-in-fact		09/03/201	3						
**Signature of Reporting Person		Date							
Explanation of Pos	none	001							

## **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.