GRAINGER W W INC

Form 4

December 16, 2013

FORM 4

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

OMB Number: 3235-0287

Estimated average

5 Dalatianship of Danautina Danau(a) to

Form filed by More than One Reporting

Person

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

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

burden hours per response... 0.5

See Instruction 1(b).

(Print or Type Responses)

1 Name and Address of Departing De

Macpherson Donald G		ing Person _	2. Issuer Name and Ticker or Trading Symbol GRAINGER W W INC [GWW]	S. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(eneck an approant)			
100 GRAING	ER PARKV	VAY	(Month/Day/Year) 12/12/2013	Director 10% Owner _X_ Officer (give title Other (specify below) Sr. VP & Group Pres			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person			

LAKE FOREST, IL 60045-5201

(City)	(State)	(Zip) Tabl	le I - Non-D	erivative	Secur	rities Acqui	ired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)				5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock	12/12/2013		M(1)	3,000	A	\$ 81.49	33,658	D	
Common Stock	12/12/2013		S <u>(1)</u>	100	D	\$ 248.26	33,558	D	
Common Stock	12/12/2013		S(1)	300	D	\$ 248.48	33,258	D	
Common Stock	12/12/2013		S <u>(1)</u>	600	D	\$ 248.66	32,658	D	
Common Stock	12/12/2013		S <u>(1)</u>	100	D	\$ 248.68	32,558	D	

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Common Stock	12/12/2013	S <u>(1)</u>	600	D	\$ 248.71	31,958	D
Common Stock	12/12/2013	S <u>(1)</u>	100	D	\$ 248.75	31,858	D
Common Stock	12/12/2013	S <u>(1)</u>	100	D	\$ 248.79	31,758	D
Common Stock	12/12/2013	S <u>(1)</u>	100	D	\$ 248.93	31,658	D
Common Stock	12/12/2013	S <u>(1)</u>	100	D	\$ 249.5	31,558	D
Common Stock	12/12/2013	S <u>(1)</u>	100	D	\$ 250.01	31,458	D
Common Stock	12/12/2013	S <u>(1)</u>	100	D	\$ 250.02	31,358	D
Common Stock	12/12/2013	S <u>(1)</u>	100	D	\$ 250.32	31,258	D
Common Stock	12/12/2013	S <u>(1)</u>	100	D	\$ 250.72	31,158	D
Common Stock	12/12/2013	S <u>(1)</u>	100	D	\$ 250.99	31,058	D
Common Stock	12/12/2013	S <u>(1)</u>	100	D	\$ 252.01	30,958	D
Common Stock	12/12/2013	S <u>(1)</u>	100	D	\$ 252.27	30,858	D
Common Stock	12/12/2013	S <u>(1)</u>	100	D	\$ 253	30,758	D
Common Stock	12/12/2013	S(1)	100	D	\$ 254.8	30,658	D

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

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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	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of	8
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	Underlying Securities	Ι
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	S
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired			(
	Derivative				(A) or			
	Security				Disposed of			
					(D)			

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(Instr. 3, 4, and 5)

					ana :	5)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 81.49	12/12/2013	M(1)			3,000	04/29/2012	04/28/2019	Common Stock	3,000
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	24,876
Stock Option	\$ 204.01						04/25/2015	04/24/2022	Common Stock	16,923
Stock Option	\$ 245.86						04/24/2016	04/23/2023	Common Stock	15,741

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Macpherson Donald G 100 GRAINGER PARKWAY LAKE FOREST, IL 60045-5201

Sr. VP & Group Pres

Signatures

David L. Rawlinson, as attorney-in-fact

12/13/2013

**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) Transaction pursuant to a previously adopted Rule 10b5-1 trading program.

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Reporting Owners 3