NOVICH NEIL S Form 4 June 04, 2018

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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obligations

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person * **NOVICH NEIL S**

(First)

(Street)

(State)

2. Issuer Name and Ticker or Trading Symbol

GRAINGER W W INC [GWW]

5. Relationship of Reporting Person(s) to

Issuer

(Middle)

(Zip)

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

06/01/2018

X_ Director 10% Owner Officer (give title Other (specify

6. Individual or Joint/Group Filing(Check

(Check all applicable)

4. If Amendment, Date Original

Filed(Month/Day/Year)

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

below)

100 GRAINGER PARKWAY

LAKE FOREST, IL 60045

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) 5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Beneficial Indirect (I) Owned Ownership Following (Instr. 4) (Instr. 4)

Reported (A) Transaction(s) or (Instr. 3 and 4)

Common Stock

Code V Amount (D) Price

4,605 D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)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	2.	3. Transaction Date	3A. Deemed	4.	4	5. Nun	nber	6. Date Exer	cisable and	7. Title and A	Amount of	8. Price o
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transact	Transaction of		Expiration Date		Underlying Securities		Derivativ	
Security	or Exercise		any	Code]	Deriva	tive	(Month/Day/	Year)	(Instr. 3 and	4)	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)) :	Securit	ties					(Instr. 5)
	Derivative				1	Acquir	red					
	Security				((A) or						
						Dispos	sed					
						of (D)						
						(Instr.						
					ä	and 5)						
				Code V	V	(A)	(D)	Date	Expiration	Title	Amount	
						,	()	Exercisable	Date		or	
											Number	
											of	
											Shares	
										_		
Stock	<u>(1)</u>	06/01/2018		A		115		(2)	(2)	Common	115	\$ 308.9
Units	<u>, 17</u>	00/01/2010		<i>1</i> 1		113			<u>~</u>	Stock	113	ψ 500.7

Reporting Owners

Reporting Owner Name / Address	Relationships							
•	Director	10% Owner	Officer	Other				
NOVICH NEIL S 100 GRAINGER PARKWAY LAKE FOREST, IL 60045	X							

Signatures

Hugo Dubovoy, Jr., as attorney-in-fact 06/04/2018

**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 end 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.

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