

GRAINGER W W INC
Form S-8 POS
April 27, 2005

As filed with the Securities and Exchange Commission on April 27, 2005

File No. 333-

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1 TO
FORM S-8
REGISTRATION STATEMENT
Under
THE SECURITIES ACT OF 1933

W.W. GRAINGER, INC.
(Exact Name of Registrant as Specified in its Charter)

Illinois
(State or Other Jurisdiction)
of Incorporation or Organization

36-1150280
(I.R.S. Employer Identification No.)

100 Grainger Parkway
Lake Forest, Illinois
(Address of Principal Executive Offices)

60045-5201
(Zip Code)

W.W. Grainger, Inc.
2005 Incentive Plan
(Full Title of the Plan)

John L. Howard
General Counsel
W.W. Grainger, Inc.
100 Grainger Parkway
Lake Forest, Illinois 60045-5201
(Name and Address of Agent For Service)

(847) 535-1000
(Telephone Number, Including Area Code, of Agent For Service)

EXPLANATORY NOTE

This Post-Effective Amendment No. 1 to Form S-8 Registration Statement (Amendment) is being filed solely in order to include a corrected form of Consent of Grant Thornton LLP. The corrected form of Consent is attached as Exhibit 23.1 to this Amendment.

PART II

Item 8. Exhibits

<u>Exhibit</u>	<u>Description</u>
23.1	Corrected form of Consent of Grant Thornton LLP

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to Form S-8 Registration Statement (Amendment) to be signed on its behalf by the undersigned, thereunto duly authorized, in Lake Forest, Illinois, on the 27th day of April, 2005.

W.W. GRAINGER, INC.

By: /s/ John L. Howard
John L. Howard
Senior Vice President
and General Counsel

Pursuant to the requirements of the Securities Act of 1933, this Amendment has been signed below by the following persons in the capacities on April 27, 2005.

 *
R. L. Keyser
Chairman of the Board and
Chief Executive Officer
(Principal Executive Officer
and a Director)

 *
John W. McCarter, Jr.
Director

 *
P. O. Loux
Senior Vice President, Finance
and Chief Financial Officer
(Principal Financial Officer)

 *
Neil S. Novich
Director

 *
J. E. Andringa
Vice President and Controller
(Principal Accounting Officer)

 *
Gary L. Rogers
Director

*

Brian P. Anderson
Director

*

James D. Slavik
Director

*

Wilbur H. Gantz
Director

*By: /s/ John L.Howard
John L. Howard
Attorney-in-Fact