

GRAINGER W W INC
Form 4
December 03, 2014

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 *
HOWARD JOHN 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)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

100 GRAINGER PARKWAY

12/01/2014

Sr. VP and General Counsel

(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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	12/01/2014		M ⁽¹⁾	4,490 A	\$ 76.61	41,292	D
Common Stock	12/01/2014		S ⁽¹⁾	1,778 D	\$ 245	39,514	D
Common Stock	12/01/2014		S ⁽¹⁾	200 D	\$ 245.01	39,314	D
Common Stock	12/01/2014		S ⁽¹⁾	200 D	\$ 245.02	39,114	D
Common Stock	12/01/2014		S ⁽¹⁾	122 D	\$ 245.03	38,992	D

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Common Stock	12/01/2014	<u>S</u> (1)	1,000	D	\$ 245.04	37,992	D
Common Stock	12/01/2014	<u>S</u> (1)	300	D	\$ 245.05	37,692	D
Common Stock	12/01/2014	<u>S</u> (1)	400	D	\$ 245.06	37,292	D
Common Stock	12/01/2014	<u>S</u> (1)	290	D	\$ 245.07	37,002	D
Common Stock	12/01/2014	<u>S</u> (1)	100	D	\$ 245.08	36,902	D
Common Stock	12/01/2014	<u>S</u> (1)	100	D	\$ 245.21	36,802	D
Common Stock	12/03/2014	<u>M</u> (1)	4,610	A	\$ 76.61	41,412	D
Common Stock	12/03/2014	<u>S</u> (1)	4,610	D	\$ 245	36,802	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.

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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	\$ 76.61	12/01/2014		<u>M</u> (1)	4,490	04/26/2009 04/25/2016	Common Stock	4,490
Stock Option	\$ 76.61	12/03/2014		<u>M</u> (1)	4,610	04/26/2009 04/25/2016	Common Stock	4,610
Stock Option	\$ 83.08					04/25/2010 04/24/2017	Common Stock	10,000
Stock Option	\$ 85.82					04/30/2011 04/29/2018	Common Stock	11,000

