#### GRAINGER W W INC

Form 4 May 08, 2007

## FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

if no longer subject to Section 16. Form 4 or Form 5

Check this box

**SECURITIES** obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

(Last)

1. Name and Address of Reporting Person \* RYAN JAMES T

(Middle)

100 GRAINGER PARKWAY

(First)

(Street)

2. Issuer Name and Ticker or Trading Symbol

GRAINGER W W INC [GWW]

3. Date of Earliest Transaction (Month/Day/Year) 05/07/2007

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

\_X\_ Director 10% Owner X\_ Officer (give title Other (specify below)

President and COO

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

#### LAKE FOREST, IL 60045-5201

| (City)                               | (State)                                 | (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned |   |   |                  |             |  |  |   |  |
|--------------------------------------|---|--|---|---|------------------|-------------|--|--|---|--|
| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year)                            | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5) |                  |             | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |  |
|                                      |   |  | Code V                                  | Amount  | (A)<br>or<br>(D) | Price       | Transaction(s) (Instr. 3 and 4)  |  |   |  |
| Common<br>Stock                      | 05/07/2007                              |  | S                                       | 200   | D                | \$<br>84.17 | 108,546  | D  |   |  |
| Common<br>Stock                      | 05/07/2007                              |  | S                                       | 1,400   | D                | \$<br>84.18 | 107,146  | D  |   |  |
| Common<br>Stock                      | 05/07/2007                              |  | S                                       | 800   | D                | \$<br>84.19 | 106,346  | D  |   |  |
| Common<br>Stock                      | 05/07/2007                              |  | S                                       | 300   | D                | \$ 84.2     | 106,046  | D  |   |  |
| Common<br>Stock                      | 05/07/2007                              |  | S                                       | 400   | D                | \$<br>84.21 | 105,646  | D  |   |  |

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| Common<br>Stock | 05/07/2007 | S | 200 | D | \$<br>84.22 | 105,446 | D |
|-----------------|------------|---|-----|---|-------------|---------|---|
| Common<br>Stock | 05/07/2007 | S | 400 | D | \$<br>84.23 | 105,046 | D |
| Common<br>Stock | 05/07/2007 | S | 100 | D | \$<br>84.24 | 104,946 | D |
| Common<br>Stock | 05/07/2007 | S | 333 | D | \$<br>84.25 | 104,613 | D |
| Common<br>Stock | 05/07/2007 | S | 300 | D | \$<br>84.26 | 104,313 | D |
| Common<br>Stock | 05/07/2007 | S | 100 | D | \$<br>84.27 | 104,213 | D |
| Common<br>Stock | 05/07/2007 | S | 600 | D | \$<br>84.31 | 103,613 | D |
| Common<br>Stock | 05/07/2007 | S | 200 | D | \$<br>84.34 | 103,413 | D |
| Common<br>Stock | 05/07/2007 | S | 700 | D | \$<br>84.35 | 102,713 | 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.           | 6. Date Exerc | cisable and | 7. Titl | e and    | 8. Price of |
|-------------|-------------|---------------------|--------------------|------------|--------------|---------------|-------------|---------|----------|-------------|
| Derivative  | Conversion  | (Month/Day/Year)    | Execution Date, if | Transact   | tiorNumber   | Expiration D  | ate         | Amou    | nt of    | Derivative  |
| Security    | or Exercise |                     | any                | Code       | of           | (Month/Day/   | Year)       | Under   | lying    | Security    |
| (Instr. 3)  | Price of    |                     | (Month/Day/Year)   | (Instr. 8) | ) Derivativo | e             |             | Secur   | ities    | (Instr. 5)  |
|             | Derivative  |                     |                    |            | Securities   | ;             |             | (Instr. | 3 and 4) |             |
|             | Security    |                     |                    |            | Acquired     |               |             |         |          |             |
|             |             |                     |                    |            | (A) or       |               |             |         |          |             |
|             |             |                     |                    |            | Disposed     |               |             |         |          |             |
|             |             |                     |                    |            | of (D)       |               |             |         |          |             |
|             |             |                     |                    |            | (Instr. 3,   |               |             |         |          |             |
|             |             |                     |                    |            | 4, and 5)    |               |             |         |          |             |
|             |             |                     |                    |            |              |               |             |         |          |             |
|             |             |                     |                    |            |              |               |             |         | Amount   |             |
|             |             |                     |                    |            |              | Date          | Expiration  | m: .1   | or       |             |
|             |             |                     |                    |            |              | Exercisable   | Date        |         | Number   |             |
|             |             |                     |                    | G 1 1      | 7 (A) (B)    |               |             |         | of       |             |
|             |             |                     |                    | Code \     | V(A) (D)     |               |             |         | Shares   |             |

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

### **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

RYAN JAMES T

100 GRAINGER PARKWAY X President and COO

LAKE FOREST, IL 60045-5201

## **Signatures**

L. M. Trusdell, as attorney-in-fact 05/08/2007

\*\*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).

#### **Remarks:**

This is the fourth of four Forms 4 to report all of the May 7, 2007 transactions for the reporting person.

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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