Edgar Filing: GRAINGER W W INC - Form 4

GRAINGER W W INC									
Form 4									
September 02, 2014									
FORM 4 UNITED ST							PPROVAL		
UNITED 5	TATES SECUR Was	ITIES AI hington, 1			COMMISSION	OMB Number:	3235-0287		
Subject to Section 16. Form 4 or	TNERSHIP OF ge Act of 1934,	January 31Expires:2005Estimated averageburden hours perresponse0.5							
abligations) of the Public Ut 30(h) of the Inv	ility Hold	ing Com	pany Act o	f 1935 or Sectio	n			
(Print or Type Responses)									
1. Name and Address of Reporting Pe LEVENICK STUART L	Symbol	2. Issuer Name and Ticker or Trading Symbol GRAINGER W W INC [GWW]				5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Mi	ddle) 3. Date of	Earliest Tra	insaction	-	(Cheo	ck all applicable	e)		
100 GRAINGER PARKWAY	(Month/Da	ay/Year)	insuction		X Director Officer (give below)		6 Owner er (specify		
(Street)		ndment, Dat th/Day/Year)	-		 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person 				
LAKE FOREST, IL 60045-52	01				Form filed by M Person	More than One Re	eporting		
(City) (State) (Z	Zip) Table	e I - Non-Do	erivative S	ecurities Ac	quired, Disposed o	f, or Beneficial	lly Owned		
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	Disposed (Instr. 3, 4	(A) or of (D) 4 and 5) (A) or	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 Indirect Beneficial Ownership (Instr. 4)		
Common Stock		Code V	Amount	(D) Price		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.

 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 Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transac Code (Instr. 3		5. of Deriv Secu Acqu (A) c Disp of (D (Instr 4, an	vative rities nired or osed)) r. 3,		ate	7. Title and A Underlying S (Instr. 3 and	Securities	8. Price of Derivative Security (Instr. 5)
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Units	<u>(1)</u>	09/01/2014	А		63		(2)	(2)	Common Stock	63	\$ 246.2

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
LEVENICK STUART L 100 GRAINGER PARKWAY LAKE FOREST, IL 60045-5201	Х							
Signatures								
David L. Rawlinson, as attorney-in-fact	09/02/2014							
** Signature of Reporting Person	Date							
Evaluation of Dechanges								

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 termination 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.