#### GRAINGER W W INC

Form 4 July 23, 2015

# FORM 4

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

Check this box if no longer

subject to Section 16. Form 4 or Form 5

1(b).

(Last)

obligations may continue.

See Instruction

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 \* JADIN RONALD L

(First)

100 GRAINGER PARKWAY

(Street)

(Ctata)

(Middle)

(Month/Day/Year) 06/18/2015

2. Issuer Name and Ticker or Trading Symbol

GRAINGER W W INC [GWW]

3. Date of Earliest Transaction

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

**OMB APPROVAL** 

OMB Number:

3235-0287

January 31, Expires:

Estimated average burden hours per

response...

0.5

2005

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Sr. VP & Chief Financial Off

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

(City)	(State)	(Zip) Tab	le I - No	n-D	erivative	Secur	ities Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Secu Transaction(A) or I Code (Instr. 3 (Instr. 8)			ispose 4 and	d of (D)	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	,	
Common Stock	06/18/2015		<u>G(1)</u>	V	180	D	\$0	19,237	D	
Common Stock	07/22/2015		M(2)		3,200	A	\$ 83.08	22,437	D	
Common Stock	07/22/2015		M(2)		200	A	\$ 85.82	22,637	D	
Common Stock	07/22/2015		S(2)		100	D	\$ 228.05	22,537	D	
Common Stock	07/22/2015		S(2)		300	D	\$ 228.06	22,237	D	

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Common Stock	07/22/2015	S(2)	200	D	\$ 228.13	22,037	D
Common Stock	07/22/2015	S(2)	200	D	\$ 228.31	21,837	D
Common Stock	07/22/2015	S(2)	300	D	\$ 228.32	21,537	D
Common Stock	07/22/2015	S(2)	225	D	\$ 228.33	21,312	D
Common Stock	07/22/2015	S(2)	200	D	\$ 228.36	21,112	D
Common Stock	07/22/2015	S(2)	100	D	\$ 228.41	21,012	D
Common Stock	07/22/2015	S(2)	200	D	\$ 228.44	20,812	D
Common Stock	07/22/2015	S(2)	150	D	\$ 228.81	20,662	D
Common Stock	07/22/2015	S(2)	100	D	\$ 228.94	20,562	D
Common Stock	07/22/2015	S(2)	100	D	\$ 229.05	20,462	D
Common Stock	07/22/2015	S(2)	100	D	\$ 229.12	20,362	D
Common Stock	07/22/2015	S(2)	200	D	\$ 229.19	20,162	D
Common Stock	07/22/2015	S(2)	100	D	\$ 229.22	20,062	D
Common Stock	07/22/2015	S(2)	100	D	\$ 229.29	19,962	D
Common Stock	07/22/2015	S(2)	100	D	\$ 229.32	19,862	D
Common Stock	07/22/2015	S(2)	15	D	\$ 229.41	19,847	D
Common Stock	07/22/2015	S(2)	100	D	\$ 229.46	19,747	D
Common Stock	07/22/2015	S(2)	100	D	\$ 229.51	19,647	D
Common Stock	07/22/2015	S(2)	100	D	\$ 229.55	19,547	D
Common Stock	07/22/2015	S(2)	110	D	\$ 229.58	19,437	D
	07/22/2015	S(2)	200	D	\$ 230	19,237	D

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Common Stock

Common Stock 5,936 I By wife.  $\frac{(3)}{(3)}$ 

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 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. Transactic Code (Instr. 8)	5. Number on 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)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 83.08	07/22/2015		M(2)		3,200	04/25/2010	04/24/2017	Common Stock	3,200
Stock Option	\$ 85.82	07/22/2015		M(2)		200	04/30/2011	04/29/2018	Common Stock	200
Stock Option	\$ 81.49						04/29/2012	04/28/2019	Common Stock	30,000
Stock Option	\$ 108.15						04/28/2013	04/27/2020	Common Stock	29,000
Stock Option	\$ 149.02						04/27/2014	04/26/2021	Common Stock	25,336
Stock Option	\$ 204.01						04/25/2015	04/24/2022	Common Stock	19,527
Stock Option	\$ 245.86						04/24/2016	04/23/2023	Common Stock	16,790
Stock Option	\$ 248.22						04/30/2017	04/29/2024	Common Stock	13,084
Stock Option	\$ 231.88						04/01/2018	03/31/2025	Common Stock	15,226

### **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

JADIN RONALD L 100 GRAINGER PARKWAY LAKE FOREST, IL 60045

Sr. VP & Chief Financial Off

### **Signatures**

Aimee M. Nolan, as attorney-in-fact

07/23/2015

\*\*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) Disposition by gift.
- (2) Transaction pursuant to a previously adopted Rule 10b5-1 trading program.
- (3) Shares held by Mr. Jadin's wife. Mr. Jadin disclaims beneficial ownership of such shares.

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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