

JADIN RONALD L

Form 4

May 07, 2013

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
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
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(Print or Type Responses)

1. Name and Address of Reporting Person *
JADIN RONALD L

(Last) (First) (Middle)

100 GRAINGER PARKWAY

(Street)

LAKE FOREST, IL 60045

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
GRAINGER W W INC [GWW]

3. Date of Earliest Transaction
(Month/Day/Year)
05/07/2013

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director _____ 10% Owner
____X____ Officer (give title _____ Other (specify
below) below)
Sr. VP & CFO

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock								19,917	D
Common Stock	05/07/2013		M		5,000	A	\$ 52.29	11,086	I
Common Stock	05/07/2013		S		3,300	D	\$ 252.6	7,786	I
Common Stock	05/07/2013		S		100	D	\$ 252.602	7,686	I
Common Stock	05/07/2013		S		100	D	\$ 252.604	7,586	I

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Common Stock	05/07/2013	S	300	D	\$ 252.61	7,286	I	By wife. (1)
Common Stock	05/07/2013	S	10	D	\$ 252.62	7,276	I	By wife. (1)
Common Stock	05/07/2013	S	400	D	\$ 252.63	6,876	I	By wife. (1)
Common Stock	05/07/2013	S	790	D	\$ 252.65	6,086	I	By wife. (1)

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. 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. D S (1)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 52.29	05/07/2013		M		5,000		04/27/2008	04/26/2015	Common Stock	5,000
Stock Option	\$ 76.61							04/26/2009	04/25/2016	Common Stock	3,500
Stock Option	\$ 83.08							04/25/2010	04/24/2017	Common Stock	3,200
Stock Option	\$ 85.82							04/30/2011	04/29/2018	Common Stock	13,500
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

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
JADIN RONALD L 100 GRAINGER PARKWAY LAKE FOREST, IL 60045	Sr. VP & CFO

Signatures

John L. Howard, as
attorney-in-fact 05/07/2013

__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) 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.

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