

JADIN RONALD L

Form 4

May 10, 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
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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)
05/10/2013

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 below) ____ Other (specify 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	05/10/2013		S		200	D \$ 256.04	19,717 D
Common Stock	05/10/2013		S		100	D \$ 256.04	19,617 D
Common Stock	05/10/2013		S		100	D \$ 256.05	19,517 D
Common Stock	05/10/2013		S		100	D \$ 256.05	19,417 D
Common Stock	05/10/2013		S		200	D \$ 256.06	19,217 D

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Common Stock 05/10/2013 S 1,300 D \$ 256.064 17,917 D

Common Stock 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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(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. Price or Value of Underlying Securities (Instr. 3 and 4)
				Code	V	(A)	(D)	
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	05/10/2013
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____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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