

GRAINGER W W INC

Form 4

July 19, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
CARRUTHERS COURT D

(Last) (First) (Middle)

100 GRAINGER PARKWAY

(Street)

LAKE FOREST, IL 60045-5201

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
07/18/2013

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. Vice President

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	07/18/2013		M ⁽¹⁾		5,000	A \$ 81.49	27,952	D	
Common Stock	07/18/2013		S ⁽¹⁾		800	D \$ 260.6	27,152	D	
Common Stock	07/18/2013		S ⁽¹⁾		400	D \$ 260.67	26,752	D	
Common Stock	07/18/2013		S ⁽¹⁾		100	D \$ 260.68	26,652	D	
Common Stock	07/18/2013		S ⁽¹⁾		100	D \$ 260.71	26,552	D	

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Common Stock	07/18/2013	<u>S(1)</u>	200	D	\$ 260.72	26,352	D
Common Stock	07/18/2013	<u>S(1)</u>	340	D	\$ 260.88	26,012	D
Common Stock	07/18/2013	<u>S(1)</u>	500	D	\$ 260.93	25,512	D
Common Stock	07/18/2013	<u>S(1)</u>	163	D	\$ 261.11	25,349	D
Common Stock	07/18/2013	<u>S(1)</u>	400	D	\$ 261.2	24,949	D
Common Stock	07/18/2013	<u>S(1)</u>	105	D	\$ 261.21	24,844	D
Common Stock	07/18/2013	<u>S(1)</u>	200	D	\$ 261.22	24,644	D
Common Stock	07/18/2013	<u>S(1)</u>	200	D	\$ 261.23	24,444	D
Common Stock	07/18/2013	<u>S(1)</u>	592	D	\$ 261.24	23,852	D
Common Stock	07/18/2013	<u>S(1)</u>	200	D	\$ 261.29	23,652	D
Common Stock	07/18/2013	<u>S(1)</u>	100	D	\$ 261.46	23,552	D
Common Stock	07/18/2013	<u>S(1)</u>	100	D	\$ 261.52	23,452	D
Common Stock	07/18/2013	<u>S(1)</u>	200	D	\$ 262.69	23,252	D
Common Stock	07/18/2013	<u>S(1)</u>	200	D	\$ 263.01	23,052	D
Common Stock	07/18/2013	<u>S(1)</u>	100	D	\$ 263.61	22,952	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 Derivative Security (Instr. 3)	2. Conversion or Exercise Price of	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Underlying Securities (Instr. 3 and 4)
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Derivative Security				(A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 81.49	07/18/2013			M ⁽¹⁾			5,000	04/29/2012	04/28/2019	Common Stock	5,000
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	24,876
Stock Option	\$ 204.01								04/25/2015	04/24/2022	Common Stock	16,923
Stock Option	\$ 245.86								04/24/2016	04/23/2023	Common Stock	15,741

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
CARRUTHERS COURT D 100 GRAINGER PARKWAY LAKE FOREST, IL 60045-5201	Sr. Vice President

Signatures

David L. Rawlinson, as
attorney-in-fact

07/19/2013

____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) Transaction pursuant to a previously adopted Rule 10b5-1 trading program.

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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