

GRAINGER W W INC
Form 4
March 13, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Macpherson Donald G

(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)
03/12/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	03/12/2015		M ⁽¹⁾	3,000	A \$ 81.49	26,210	D
Common Stock	03/12/2015		S ⁽¹⁾	300	D \$ 230.62	25,910	D
Common Stock	03/12/2015		S ⁽¹⁾	100	D \$ 230.71	25,810	D
Common Stock	03/12/2015		S ⁽¹⁾	100	D \$ 230.78	25,710	D
Common Stock	03/12/2015		S ⁽¹⁾	50	D \$ 230.81	25,660	D

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Common Stock	03/12/2015	<u>S(1)</u>	200	D	\$ 230.88	25,460	D
Common Stock	03/12/2015	<u>S(1)</u>	100	D	\$ 230.9	25,360	D
Common Stock	03/12/2015	<u>S(1)</u>	100	D	\$ 231.34	25,260	D
Common Stock	03/12/2015	<u>S(1)</u>	100	D	\$ 231.35	25,160	D
Common Stock	03/12/2015	<u>S(1)</u>	100	D	\$ 231.39	25,060	D
Common Stock	03/12/2015	<u>S(1)</u>	100	D	\$ 231.55	24,960	D
Common Stock	03/12/2015	<u>S(1)</u>	20	D	\$ 231.79	24,940	D
Common Stock	03/12/2015	<u>S(1)</u>	100	D	\$ 231.82	24,840	D
Common Stock	03/12/2015	<u>S(1)</u>	100	D	\$ 231.88	24,740	D
Common Stock	03/12/2015	<u>S(1)</u>	100	D	\$ 232.1	24,640	D
Common Stock	03/12/2015	<u>S(1)</u>	100	D	\$ 232.11	24,540	D
Common Stock	03/12/2015	<u>S(1)</u>	100	D	\$ 232.15	24,440	D
Common Stock	03/12/2015	<u>S(1)</u>	100	D	\$ 232.22	24,340	D
Common Stock	03/12/2015	<u>S(1)</u>	100	D	\$ 232.44	24,240	D
Common Stock	03/12/2015	<u>S(1)</u>	100	D	\$ 232.46	24,140	D
Common Stock	03/12/2015	<u>S(1)</u>	200	D	\$ 232.5	23,940	D
Common Stock	03/12/2015	<u>S(1)</u>	51	D	\$ 232.54	23,889	D
Common Stock	03/12/2015	<u>S(1)</u>	100	D	\$ 232.8	23,789	D
Common Stock	03/12/2015	<u>S(1)</u>	100	D	\$ 232.84	23,689	D
Common Stock	03/12/2015	<u>S(1)</u>	100	D	\$ 233.01	23,589	D
	03/12/2015	<u>S(1)</u>	100	D		23,489	D

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Common Stock						\$ 233.13		
Common Stock	03/12/2015		S ⁽¹⁾	100	D	\$ 233.25	23,389	D
Common Stock	03/12/2015		S ⁽¹⁾	179	D	\$ 233.3	23,210	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 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. Amount or Number of Shares
Stock Option	\$ 81.49	03/12/2015		M ⁽¹⁾	3,000	04/29/2012 04/28/2019	Common Stock	3,000
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
Stock Option	\$ 248.22					04/30/2017 04/29/2024	Common Stock	12,266

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Macpherson Donald G
100 GRAINGER PARKWAY
LAKE FOREST, IL 60045

Sr. VP &
Group
President

Signatures

Aimee M. Nolan, as
attorney-in-fact

03/13/2015

**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) 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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