

Macpherson Donald G  
Form 4  
December 01, 2017

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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**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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
100 GRAINGER PARKWAY  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
11/29/2017

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chairman and CEO

LAKE FOREST, IL 60045

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

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

(City) (State) (Zip)

**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	11/29/2017		M <sup>(1)</sup>	26,000 A \$ 108.15	53,447	D	
Common Stock	11/29/2017		S <sup>(1)</sup>	4,350 D \$ 211.5926	49,097	D	
Common Stock	11/29/2017		S <sup>(1)</sup>	10,891 D \$ 212.2072	38,206	D	
Common Stock	11/29/2017		S <sup>(1)</sup>	4,937 D \$ 213.1193	33,269	D	

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Common Stock	11/29/2017		S <sup>(1)</sup>	2,658	D	\$ 213.8844 <u>(5)</u>	30,611	D
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option	\$ 108.15	11/29/2017		M <sup>(1)</sup>	26,000	04/28/2013 04/27/2020	Common Stock 26,000
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
Stock Option	\$ 231.88					04/01/2018 03/31/2025	Common Stock 14,380
Stock Option	\$ 234.38					04/01/2019 03/31/2026	Common Stock 23,827
Stock Option	\$ 231.2					04/03/2020 04/02/2027	Common Stock 36,415

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

