

GRAINGER DAVID W

Form 4

December 13, 2005

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 *
GRAINGER DAVID W

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)

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

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

100 GRAINGER PARKWAY

12/12/2005

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

LAKE FOREST, IL 60045-5201

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 Ownership (Instr. 4)
				Code V Amount (A) or (D) Price			
Common Stock	12/12/2005		S	900 D \$ 70.68	6,814,455	D	
Common Stock	12/12/2005		S	900 D \$ 70.69	6,813,555	D	
Common Stock	12/12/2005		S	600 D \$ 70.7	6,812,955	D	
Common Stock	12/12/2005		S	500 D \$ 70.71	6,812,455	D	
Common Stock	12/12/2005		S	100 D \$ 70.72	6,812,355	D	
	12/12/2005		S	300 D	6,812,055	D	

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Common Stock					\$ 70.73				
Common Stock	12/12/2005		S	200	D	\$ 70.74	6,811,855	D	
Common Stock	12/12/2005		S	601	D	\$ 70.75	6,811,254	D	
Common Stock	12/12/2005		S	200	D	\$ 70.77	6,811,054	D	
Common Stock	12/12/2005		S	100	D	\$ 70.78	6,810,954	D	
Common Stock	12/12/2005		S	400	D	\$ 70.79	6,810,554	D	
Common Stock	12/12/2005		S	200	D	\$ 70.8	6,810,354	D	
Common Stock	12/12/2005		S	100	D	\$ 70.81	6,810,254	D	
Common Stock	12/12/2005		S	100	D	\$ 70.82	6,810,154	D	
Common Stock	12/12/2005		S	100	D	\$ 70.83	6,810,054	D	
Common Stock	12/12/2005		S	200	D	\$ 70.85	6,809,854	D	
Common Stock	12/12/2005		S	100	D	\$ 70.88	6,809,754	D	
Common Stock	12/12/2005		S	300	D	\$ 70.89	6,809,454	D	
Common Stock							724,720	I	See footnote (1)
Common Stock							786,430	I	See footnote (2)

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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4.	5. Transaction Number	6. Date Exercisable and Expiration Date	7. Title and Amount of	8. Price of Derivative	9. Nu Deriv
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