

GRAINGER W W INC  
Form 4  
May 04, 2007

**FORM 4**

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

OMB APPROVAL

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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 \*  
LOUX P OGDEN

(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)  
05/03/2007

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, Finance and CFO

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) |        |   |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|--------|---|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |        |   |
| Common Stock                    | 05/03/2007                           |  | S                              |   | 1,700   | D  | \$ 84.6                           | 58,754 | D |
| Common Stock                    | 05/03/2007                           |  | S                              |   | 200   | D  | \$ 84.61                          | 58,554 | D |
| Common Stock                    | 05/03/2007                           |  | S                              |   | 600   | D  | \$ 84.62                          | 57,954 | D |
| Common Stock                    | 05/03/2007                           |  | S                              |   | 1,100   | D  | \$ 84.63                          | 56,854 | D |
| Common Stock                    | 05/03/2007                           |  | S                              |   | 900   | D  | \$ 84.64                          | 55,954 | D |

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|              |            |  |   |       |   |           |        |   |                  |
|--------------|------------|--|---|-------|---|-----------|--------|---|------------------|
| Common Stock | 05/03/2007 |  | S | 800   | D | \$ 84.65  | 55,154 | D |                  |
| Common Stock | 05/03/2007 |  | S | 300   | D | \$ 84.66  | 54,854 | D |                  |
| Common Stock | 05/03/2007 |  | S | 1,600 | D | \$ 84.67  | 53,254 | D |                  |
| Common Stock | 05/03/2007 |  | S | 700   | D | \$ 84.68  | 52,554 | D |                  |
| Common Stock | 05/03/2007 |  | S | 1,200 | D | \$ 84.69  | 51,354 | D |                  |
| Common Stock | 05/03/2007 |  | S | 600   | D | \$ 84.7   | 50,754 | D |                  |
| Common Stock | 05/03/2007 |  | S | 2,050 | D | \$ 84.71  | 48,704 | D |                  |
| Common Stock | 05/03/2007 |  | S | 1,100 | D | \$ 84.715 | 47,604 | D |                  |
| Common Stock | 05/03/2007 |  | S | 2,300 | D | \$ 84.72  | 45,304 | D |                  |
| Common Stock | 05/03/2007 |  | S | 1,100 | D | \$ 84.73  | 44,204 | D |                  |
| Common Stock | 05/03/2007 |  | S | 300   | D | \$ 84.74  | 43,904 | D |                  |
| Common Stock | 05/03/2007 |  | S | 600   | D | \$ 84.75  | 43,304 | D |                  |
| Common Stock | 05/03/2007 |  | S | 500   | D | \$ 84.76  | 42,804 | D |                  |
| Common Stock | 05/03/2007 |  | S | 100   | D | \$ 84.78  | 42,704 | D |                  |
| Common Stock |            |  |   |       |   |           | 400    | I | See Footnote (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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying | 8. Price of Derivative Security | 9. Number of Derivative Securities |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|--------------|--|-----------------------------------|---------------------------------|------------------------------------|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|--------------|--|-----------------------------------|---------------------------------|------------------------------------|

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| (Instr. 3) | Price of<br>Derivative<br>Security | (Month/Day/Year) | (Instr. 8) | Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | Securities<br>(Instr. 3 and 4) | (Instr. 5) | Bene-<br>Own-<br>Follo-<br>Repo-<br>Trans-<br>(Instr. |                    |       |  |
|------------|------------------------------------|------------------|------------|---|--------------------------------|------------|---|--------------------|-------|--|
|            |                                    |                  | Code       | V   | (A)                            | (D)        | Date<br>Exercisable                                   | Expiration<br>Date | Title | Amount<br>or<br>Number<br>of<br>Shares |

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

LOUX P OGDEN  
100 GRAINGER PARKWAY  
LAKE FOREST, IL 60045-5201

Sr. VP, Finance and CFO

## Signatures

L. M. Trusdell, as  
attorney-in-fact

05/04/2007

\*\*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 reporting person's wife. The reporting person disclaims beneficial ownership of these shares.

### Remarks:

This Form 4 is the second of two Forms 4 to report all May 3, 2007 transactions for the reporting person.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.