

GRAINGER W W INC
Form 4
October 22, 2007

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
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 *
CHEN YC

(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)
10/19/2007

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)
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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	10/19/2007		M		710 A \$ 37.5	39,060	D
Common Stock	10/19/2007		M		10,000 A \$ 37.5	49,060	D
Common Stock	10/19/2007		S		100 D \$ 89.76	48,960	D
Common Stock	10/19/2007		S		300 D \$ 89.79	48,660	D
Common Stock	10/19/2007		S		200 D \$ 89.81	48,460	D

Edgar Filing: GRAINGER W W INC - Form 4

Common Stock	10/19/2007	S	51	D	\$ 89.82	48,409	D
Common Stock	10/19/2007	S	100	D	\$ 89.83	48,309	D
Common Stock	10/19/2007	S	349	D	\$ 89.84	47,960	D
Common Stock	10/19/2007	S	251	D	\$ 89.85	47,709	D
Common Stock	10/19/2007	S	200	D	\$ 89.86	47,509	D
Common Stock	10/19/2007	S	200	D	\$ 89.87	47,309	D
Common Stock	10/19/2007	S	100	D	\$ 89.89	47,209	D
Common Stock	10/19/2007	S	697	D	\$ 89.91	46,512	D
Common Stock	10/19/2007	S	51	D	\$ 89.92	46,461	D
Common Stock	10/19/2007	S	100	D	\$ 89.93	46,361	D
Common Stock	10/19/2007	S	49	D	\$ 89.94	46,312	D
Common Stock	10/19/2007	S	100	D	\$ 89.95	46,212	D
Common Stock	10/19/2007	S	300	D	\$ 89.97	45,912	D
Common Stock	10/19/2007	S	507	D	\$ 90	45,405	D
Common Stock	10/19/2007	S	200	D	\$ 90.01	45,205	D
Common Stock	10/19/2007	S	600	D	\$ 90.02	44,605	D
Common Stock	10/19/2007	S	200	D	\$ 90.04	44,405	D
Common Stock	10/19/2007	S	49	D	\$ 90.05	44,356	D
Common Stock	10/19/2007	S	400	D	\$ 90.08	43,956	D
Common Stock	10/19/2007	S	300	D	\$ 90.1	43,656	D
	10/19/2007	S	605	D		43,051	D

Edgar Filing: GRAINGER W W INC - Form 4

Common Stock					\$				90.12
Common Stock	10/19/2007		S	500	D	\$	42,551		90.13
Common Stock	10/19/2007		S	100	D	\$	42,451		90.14
Common Stock	10/19/2007		S	300	D	\$	42,151		90.15
Common Stock	10/19/2007		S	300	D	\$	41,851		90.18

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.

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option	\$ 37.5	10/19/2007		M	710	04/25/2007	04/24/2011	Common Stock	710
Option	\$ 37.5	10/19/2007		M	10,000	04/25/2004	04/24/2011	Common Stock	10,000
Option	\$ 54.61					04/24/2005	04/23/2012	Common Stock	10,000
Option	\$ 45.5					04/30/2006	04/29/2013	Common Stock	20,000
Option	\$ 54.14					04/28/2007	04/27/2014	Common Stock	13,100
Option	\$ 52.29					04/27/2008	04/26/2015	Common Stock	13,100
Option	\$ 76.61					04/26/2009	04/25/2016	Common Stock	8,000

Option \$ 83.08

04/25/2010 04/24/2017

Common Stock 16,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CHEN YC 100 GRAINGER PARKWAY LAKE FOREST, IL 60045-5201			Group President	

Signatures

J. L. Howard, as attorney-in-fact 10/22/2007

**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).

Remarks:

This is the first of two Forms 4 to report all October 19, 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.