

GRAINGER W W INC
Form 4
May 15, 2008

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 *
KEYSER RICHARD L

(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)
05/14/2008

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)
Chairman and CEO

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 (A) or Price (D) | | |
| Common Stock | 05/14/2008 | | M | | 20,100 A \$ 42.8125 | 242,465 | D |
| Common Stock | 05/14/2008 | | M | | 53,070 A \$ 43.5 | 295,535 | D |
| Common Stock | 05/14/2008 | | S | | 600 D \$ 90.16 | 294,935 | D |
| Common Stock | 05/14/2008 | | S | | 700 D \$ 90.17 | 294,235 | D |
| Common Stock | 05/14/2008 | | S | | 700 D \$ 90.18 | 293,535 | D |

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| | | | | | | | |
|--------------|------------|---|-------|---|------------|---------|---|
| Common Stock | 05/14/2008 | S | 1,400 | D | \$ 90.19 | 292,135 | D |
| Common Stock | 05/14/2008 | S | 2,300 | D | \$ 90.2 | 289,835 | D |
| Common Stock | 05/14/2008 | S | 2,684 | D | \$ 90.21 | 287,151 | D |
| Common Stock | 05/14/2008 | S | 1,900 | D | \$ 90.22 | 285,251 | D |
| Common Stock | 05/14/2008 | S | 1,200 | D | \$ 90.23 | 284,051 | D |
| Common Stock | 05/14/2008 | S | 1,800 | D | \$ 90.2325 | 282,251 | D |
| Common Stock | 05/14/2008 | S | 1,598 | D | \$ 90.24 | 280,653 | D |
| Common Stock | 05/14/2008 | S | 1,400 | D | \$ 90.25 | 279,253 | D |
| Common Stock | 05/14/2008 | S | 1,300 | D | \$ 90.26 | 277,953 | D |
| Common Stock | 05/14/2008 | S | 700 | D | \$ 90.27 | 277,253 | D |
| Common Stock | 05/14/2008 | S | 400 | D | \$ 90.275 | 276,853 | D |
| Common Stock | 05/14/2008 | S | 1,400 | D | \$ 90.28 | 275,453 | D |
| Common Stock | 05/14/2008 | S | 1,000 | D | \$ 90.2825 | 274,453 | D |
| Common Stock | 05/14/2008 | S | 1,600 | D | \$ 90.285 | 272,853 | D |
| Common Stock | 05/14/2008 | S | 2,616 | D | \$ 90.29 | 270,237 | D |
| Common Stock | 05/14/2008 | S | 800 | D | \$ 90.295 | 269,437 | D |
| Common Stock | 05/14/2008 | S | 500 | D | \$ 90.3 | 268,937 | D |
| Common Stock | 05/14/2008 | S | 1,000 | D | \$ 90.305 | 267,937 | D |
| Common Stock | 05/14/2008 | S | 1,870 | D | \$ 90.31 | 266,067 | D |
| Common Stock | 05/14/2008 | S | 1,300 | D | \$ 90.32 | 264,767 | D |
| | 05/14/2008 | S | 200 | D | \$ 90.325 | 264,567 | D |

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| | | | | | | | |
|--------------|------------|--|---|-------|---|-----------|-----------|
| Common Stock | | | | | | | |
| Common Stock | 05/14/2008 | | S | 4,902 | D | \$ 90.33 | 259,665 D |
| Common Stock | 05/14/2008 | | S | 4,500 | D | \$ 90.34 | 255,165 D |
| Common Stock | 05/14/2008 | | S | 1,100 | D | \$ 90.345 | 254,065 D |
| Common Stock | 05/14/2008 | | S | 2,400 | D | \$ 90.35 | 251,665 D |

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 (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 | \$ 42.8125 | 05/14/2008 | | M | 20,100 | 03/01/2003 | 02/28/2010 | Common Stock | 20,100 |
| Option | \$ 43.5 | 05/14/2008 | | M | 53,070 | 04/26/2003 | 04/25/2010 | Common Stock | 53,070 |
| Option | \$ 43.5 | | | | | (1) | 04/25/2010 | Common Stock | 12,140 |
| Option | \$ 54.61 | | | | | 04/24/2005 | 04/23/2012 | Common Stock | 175,000 |
| Option | \$ 45.5 | | | | | 04/30/2006 | 04/29/2013 | Common Stock | 174,000 |
| Option | \$ 54.14 | | | | | 04/28/2007 | 04/27/2014 | Common Stock | 81,000 |
| Option | \$ 52.29 | | | | | 04/27/2008 | 04/26/2015 | Common Stock | 90,000 |
| Option | \$ 76.61 | | | | | 04/26/2009 | 04/25/2016 | | 80,000 |

| | | | | Common Stock | |
|--------|----------|------------|------------|--------------|---------|
| Option | \$ 83.08 | 04/25/2010 | 04/24/2017 | Common Stock | 80,000 |
| Option | \$ 85.82 | 04/30/2011 | 04/29/2018 | Common Stock | 150,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| KEYSER RICHARD L 100 GRAINGER PARKWAY LAKE FOREST, IL 60045-5201 | | | Chairman and CEO | |

Signatures

J. L. Howard, as attorney-in-fact
05/15/2008

**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) Exercisable in four equal annual installments beginning 4/26/2001.

Remarks:

This is the first of two Forms 4 to report all May 14, 2008 transactions for the reporting person.

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