

GRAINGER W W INC  
Form 5  
January 08, 2015

**FORM 5**

**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).  
Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
**RYAN JAMES T**  
  
(Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

**100 GRAINGER PARKWAY**  
  
(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
**12/31/2014**

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

6. Individual or Joint/Group Reporting (check applicable line)

**LAKE FOREST, IL 600455201**  
  
(City) (State) (Zip)

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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|-----------------------------------|
| Common Stock                    | 09/02/2014                           |  | G <sup>(1)</sup>               | 143 D \$0   | 167,673  | D  |                                   |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 2270 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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| 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) |                            |
|--|--|--------------------------------------|--|--------------------------------|---|-----|--|-----------------|---|----------------------------|
|  |  |                                      |  |                                | (A)   | (D) | Date Exercisable   | Expiration Date | Title   | Amount or Number of Shares |
| Stock Option                               | \$ 83.08   | Â                                    | Â  | Â                              | Â   | Â   | 04/25/2010   | 04/24/2017      | Common Stock  | 30,000                     |
| Stock Option                               | \$ 85.82   | Â                                    | Â  | Â                              | Â   | Â   | 04/30/2011   | 04/29/2018      | Common Stock  | 57,000                     |
| Stock Option                               | \$ 81.49   | Â                                    | Â  | Â                              | Â   | Â   | 04/29/2012   | 04/28/2019      | Common Stock  | 130,000                    |
| Stock Option                               | \$ 108.15  | Â                                    | Â  | Â                              | Â   | Â   | 04/28/2013   | 04/27/2020      | Common Stock  | 122,000                    |
| Stock Option                               | \$ 149.02  | Â                                    | Â  | Â                              | Â   | Â   | 04/27/2014   | 04/26/2021      | Common Stock  | 96,400                     |
| Stock Option                               | \$ 204.01  | Â                                    | Â  | Â                              | Â   | Â   | 04/25/2015   | 04/24/2022      | Common Stock  | 78,100                     |
| Stock Option                               | \$ 245.86  | Â                                    | Â  | Â                              | Â   | Â   | 04/24/2016   | 04/23/2023      | Common Stock  | 70,465                     |
| Stock Option                               | \$ 248.22  | Â                                    | Â  | Â                              | Â   | Â   | 04/30/2017   | 04/29/2024      | Common Stock  | 56,558                     |

## Reporting Owners

| Reporting Owner Name / Address                                    | Relationships |           |                                     |       |
|---|---------------|-----------|-------------------------------------|-------|
|   | Director      | 10% Owner | Officer                             | Other |
| RYAN JAMES T<br>100 GRAINGER PARKWAY<br>LAKE FOREST, IL 600455201 | Â X           | Â         | Â Chairman,<br>President and<br>CEO | Â     |

## Signatures

David L. Rawlinson, as attorney-in-fact  
01/07/2014

\*\*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) Disposition by gift.

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