

GRAINGER W W INC
Form 4
February 27, 2015

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 *
HOWARD JOHN L

(Last) (First) (Middle)

100 GRAINGER PARKWAY

(Street)

LAKE FOREST, IL 60045

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
02/27/2015

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 and General Counsel

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	02/27/2015		A	1,289 A \$ 0	38,091	D	
Common Stock	02/27/2015		F	399 D \$ 254.89	37,692	D	

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

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SEC 1474 (9-02)

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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)	8. Price or Amount of Securities (Instr. 3 and 4)
Stock Option	\$ 83.08					Date Exercisable: 04/25/2010 Expiration Date: 04/24/2017	Common Stock	10,000
Stock Option	\$ 85.82					Date Exercisable: 04/30/2011 Expiration Date: 04/29/2018	Common Stock	11,000
Stock Option	\$ 81.49					Date Exercisable: 04/29/2012 Expiration Date: 04/28/2019	Common Stock	21,000
Stock Option	\$ 108.15					Date Exercisable: 04/28/2013 Expiration Date: 04/27/2020	Common Stock	19,500
Stock Option	\$ 149.02					Date Exercisable: 04/27/2014 Expiration Date: 04/26/2021	Common Stock	14,990
Stock Option	\$ 204.01					Date Exercisable: 04/25/2015 Expiration Date: 04/24/2022	Common Stock	11,716
Stock Option	\$ 245.86					Date Exercisable: 04/24/2016 Expiration Date: 04/23/2023	Common Stock	11,543
Stock Option	\$ 248.22					Date Exercisable: 04/30/2017 Expiration Date: 04/29/2024	Common Stock	7,360

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

HOWARD JOHN L
100 GRAINGER PARKWAY
LAKE FOREST, IL 60045

Sr. VP and General Counsel

Signatures

David L. Rawlinson, as
attorney-in-fact

02/27/2015

**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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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