

GRAINGER W W INC
Form 4
June 05, 2015

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 *
CARRUTHERS COURT D

(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)
06/04/2015

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 & 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	(A) or (D)	Price
Common Stock	06/04/2015		M ⁽¹⁾		24,876	A	\$ 149.02
Common Stock	06/04/2015		S ⁽¹⁾		1,100	D	\$ 238.84
Common Stock	06/04/2015		S ⁽¹⁾		1,048	D	\$ 238.85
Common Stock	06/04/2015		S ⁽¹⁾		100	D	\$ 238.9
Common Stock	06/04/2015		S ⁽¹⁾		227	D	\$ 238.91

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Common Stock	06/04/2015	<u>S(1)</u>	100	D	\$ 238.92	45,055	D
Common Stock	06/04/2015	<u>S(1)</u>	100	D	\$ 238.9975	44,955	D
Common Stock	06/04/2015	<u>S(1)</u>	200	D	\$ 239	44,755	D
Common Stock	06/04/2015	<u>S(1)</u>	100	D	\$ 239.02	44,655	D
Common Stock	06/04/2015	<u>S(1)</u>	100	D	\$ 239.03	44,555	D
Common Stock	06/04/2015	<u>S(1)</u>	802	D	\$ 239.08	43,753	D
Common Stock	06/04/2015	<u>S(1)</u>	100	D	\$ 239.09	43,653	D
Common Stock	06/04/2015	<u>S(1)</u>	100	D	\$ 239.0916	43,553	D
Common Stock	06/04/2015	<u>S(1)</u>	100	D	\$ 239.0985	43,453	D
Common Stock	06/04/2015	<u>S(1)</u>	200	D	\$ 239.12	43,253	D
Common Stock	06/04/2015	<u>S(1)</u>	400	D	\$ 239.14	42,853	D
Common Stock	06/04/2015	<u>S(1)</u>	100	D	\$ 239.15	42,753	D
Common Stock	06/04/2015	<u>S(1)</u>	100	D	\$ 239.16	42,653	D
Common Stock	06/04/2015	<u>S(1)</u>	300	D	\$ 239.2	42,353	D
Common Stock	06/04/2015	<u>S(1)</u>	49	D	\$ 239.21	42,304	D
Common Stock	06/04/2015	<u>S(1)</u>	100	D	\$ 239.2398	42,204	D
Common Stock	06/04/2015	<u>S(1)</u>	41	D	\$ 239.25	42,163	D
Common Stock	06/04/2015	<u>S(1)</u>	600	D	\$ 239.2504	41,563	D
Common Stock	06/04/2015	<u>S(1)</u>	600	D	\$ 239.28	40,963	D
Common Stock	06/04/2015	<u>S(1)</u>	100	D	\$ 239.29	40,863	D
	06/04/2015	<u>S(1)</u>	100	D	\$ 239.3	40,763	D

Common
Stock

Common Stock	06/04/2015	S ⁽¹⁾	500	D	\$ 239.33	40,263	D
Common Stock	06/04/2015	S ⁽¹⁾	500	D	\$ 239.348	39,763	D
Common Stock	06/04/2015	S ⁽¹⁾	100	D	\$ 239.36	39,663	D

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.

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option	\$ 149.02	06/04/2015		M ⁽¹⁾	24,876	04/27/2014 04/26/2021	Common Stock 24,876
Stock Option	\$ 204.01					04/25/2015 04/24/2022	Common Stock 16,923
Stock Option	\$ 245.86					04/24/2016 04/23/2023	Common Stock 15,741
Stock Option	\$ 248.22					04/30/2017 04/29/2024	Common Stock 12,266
Stock Option	\$ 231.88					04/01/2018 03/31/2025	Common Stock 14,380

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

CARRUTHERS COURT D
100 GRAINGER PARKWAY
LAKE FOREST, IL 60045

Sr. VP &
Group
President

Signatures

Aimee M. Nolan, as
attorney-in-fact

06/05/2015

**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).
- (1) Transaction pursuant to a previously adopted Rule 10b5-1 trading program.

Remarks:

This is the first of four Forms 4 to report all June 4, 2015 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.