

GRAINGER W W INC
Form 4
August 03, 2006

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 *
SMITH HAROLD B

(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)
08/02/2006

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)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Price | | | |
| Common Stock | | | | | 12,540 | D | |
| Common Stock | 08/02/2006 | | P | 50 A \$ 61.85 | 8,050 | I | See footnote (1) |
| Common Stock | 08/02/2006 | | P | 300 A \$ 61.86 | 8,350 | I | See footnote (1) |
| Common Stock | 08/02/2006 | | P | 9,650 A \$ 61.9 | 18,000 | I | See footnote (1) |

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| | | | | | | | | |
|--------------|------------|---|-------|---|----------|--------|---|------------------|
| Common Stock | 08/02/2006 | P | 150 | A | \$ 62.41 | 18,150 | I | See footnote (1) |
| Common Stock | 08/02/2006 | P | 250 | A | \$ 62.42 | 18,400 | I | See footnote (1) |
| Common Stock | 08/02/2006 | P | 300 | A | \$ 62.43 | 18,700 | I | See footnote (1) |
| Common Stock | 08/02/2006 | P | 500 | A | \$ 62.45 | 19,200 | I | See footnote (1) |
| Common Stock | 08/02/2006 | P | 800 | A | \$ 62.46 | 20,000 | I | See footnote (1) |
| Common Stock | 08/02/2006 | P | 700 | A | \$ 62.47 | 20,700 | I | See footnote (1) |
| Common Stock | 08/02/2006 | P | 600 | A | \$ 62.48 | 21,300 | I | See footnote (1) |
| Common Stock | 08/02/2006 | P | 450 | A | \$ 62.49 | 21,750 | I | See footnote (1) |
| Common Stock | 08/02/2006 | P | 1,450 | A | \$ 62.5 | 23,200 | I | See footnote (1) |
| Common Stock | 08/02/2006 | P | 350 | A | \$ 62.51 | 23,550 | I | See footnote (1) |
| Common Stock | 08/02/2006 | P | 100 | A | \$ 62.52 | 23,650 | I | See footnote (1) |
| Common Stock | 08/02/2006 | P | 50 | A | \$ 62.53 | 23,700 | I | See footnote (1) |
| Common Stock | 08/02/2006 | P | 600 | A | \$ 62.54 | 24,300 | I | See footnote (1) |
| Common Stock | 08/02/2006 | P | 50 | A | \$ 62.56 | 24,350 | I | See footnote (1) |
| Common Stock | 08/02/2006 | P | 300 | A | \$ 62.57 | 24,650 | I | See footnote |

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| | | | | | | | | (1) |
|--------------|------------|---|-------|---|----------|--------|---|------------------|
| Common Stock | 08/02/2006 | P | 700 | A | \$ 62.58 | 25,350 | I | See footnote (1) |
| Common Stock | 08/02/2006 | P | 1,600 | A | \$ 62.59 | 26,950 | I | See footnote (1) |
| Common Stock | 08/02/2006 | P | 250 | A | \$ 62.6 | 27,200 | I | See footnote (1) |
| Common Stock | 08/02/2006 | P | 150 | A | \$ 62.65 | 27,350 | I | See footnote (1) |
| Common Stock | 08/02/2006 | P | 100 | A | \$ 62.66 | 27,450 | I | See footnote (1) |
| Common Stock | 08/02/2006 | P | 100 | A | \$ 62.67 | 27,550 | I | See footnote (1) |
| Common Stock | 08/02/2006 | P | 100 | A | \$ 62.7 | 27,650 | I | See footnote (1) |
| Common Stock | 08/02/2006 | P | 100 | A | \$ 62.71 | 27,750 | I | See footnote (1) |
| Common Stock | 08/02/2006 | P | 250 | A | \$ 62.75 | 28,000 | I | See footnote (1) |
| Common Stock | 08/02/2006 | P | 50 | A | \$ 61.85 | 50 | I | See footnote (2) |
| Common Stock | 08/02/2006 | P | 300 | A | \$ 61.86 | 350 | I | See footnote (2) |

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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(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) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SMITH HAROLD B 100 GRAINGER PARKWAY LAKE FOREST, IL 60045-5201 | | X | | |

Signatures

L. M. Trusdell, as attorney-in-fact 08/03/2006

__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) Shares held by a trust of which I am a co-trustee and in which I have a contingent beneficial interest.
- (2) Shares held by a trust of which I am a co-trustee and in which I have a beneficial interest.

Remarks:

This Form 4 is the first of two Forms 4 to report all August 2, 2006 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.

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