

Macpherson Donald G
 Form 4
 December 14, 2012

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 *
 Macpherson Donald G

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 100 GRAINGER PARKWAY
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 12/13/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Sr. VP, Global Supply Chain

LAKE FOREST, IL 60045-5201
 (City) (State) (Zip)

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

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	12/13/2012		M ⁽¹⁾	3,000	A \$ 81.49	29,016	D
Common Stock	12/13/2012		S ⁽¹⁾	200	D \$ 191.01	28,816	D
Common Stock	12/13/2012		S ⁽¹⁾	100	D \$ 191.02	28,716	D
Common Stock	12/13/2012		S ⁽¹⁾	200	D \$ 191.3	28,516	D
Common Stock	12/13/2012		S ⁽¹⁾	100	D \$ 191.49	28,416	D

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Common Stock	12/13/2012	<u>S⁽¹⁾</u>	100	D	\$ 191.51	28,316	D
Common Stock	12/13/2012	<u>S⁽¹⁾</u>	100	D	\$ 191.54	28,216	D
Common Stock	12/13/2012	<u>S⁽¹⁾</u>	100	D	\$ 191.55	28,116	D
Common Stock	12/13/2012	<u>S⁽¹⁾</u>	100	D	\$ 191.56	28,016	D
Common Stock	12/13/2012	<u>S⁽¹⁾</u>	100	D	\$ 191.58	27,916	D
Common Stock	12/13/2012	<u>S⁽¹⁾</u>	100	D	\$ 191.61	27,816	D
Common Stock	12/13/2012	<u>S⁽¹⁾</u>	100	D	\$ 191.62	27,716	D
Common Stock	12/13/2012	<u>S⁽¹⁾</u>	100	D	\$ 191.64	27,616	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)	8. Amount or Number of Shares
Option	\$ 81.49	12/13/2012		<u>M⁽¹⁾</u>	3,000	04/29/2012 04/28/2019	Common Stock	3,000
Option	\$ 108.15					04/28/2013 04/27/2020	Common Stock	29,000
Option	\$ 149.02					04/27/2014 04/26/2021	Common Stock	24,876
Option	\$ 204.01					04/25/2015 04/24/2022	Common Stock	16,923

