

GRAINGER W W INC
Form 4
February 20, 2014

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 60045-5201

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
02/19/2014

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount (D) Price		
Common Stock	02/19/2014		A		4,000 A \$ 0	40,802	D
Common Stock	02/19/2014		F		1,308 D \$ 255.42	39,494	D
Common Stock	02/19/2014		S		1,023 D \$ 247.5024	38,471	D
Common Stock	02/19/2014		S		629 D \$ 247.51	37,842	D
Common Stock	02/19/2014		S		200 D \$ 247.52	37,642	D

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Common Stock	02/19/2014	S	150	D	\$ 247.53	37,492	D
Common Stock	02/19/2014	S	400	D	\$ 247.54	37,092	D
Common Stock	02/19/2014	S	100	D	\$ 247.56	36,992	D
Common Stock	02/19/2014	S	100	D	\$ 247.58	36,892	D
Common Stock	02/19/2014	S	90	D	\$ 247.61	36,802	D

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

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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 Derivative Security (Instr. 3)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 76.61					04/26/2009	04/25/2016	Common Stock	10,000
Stock Option	\$ 83.08					04/25/2010	04/24/2017	Common Stock	10,000
Stock Option	\$ 85.82					04/30/2011	04/29/2018	Common Stock	11,000
Stock Option	\$ 81.49					04/29/2012	04/28/2019	Common Stock	21,000
Stock Option	\$ 108.15					04/28/2013	04/27/2020	Common Stock	19,500
Stock Option	\$ 149.02					04/27/2014	04/26/2021	Common Stock	14,990

Stock Option	\$ 204.01	04/25/2015	04/24/2022	Common Stock	11,716
Stock Option	\$ 245.86	04/24/2016	04/23/2023	Common Stock	11,543

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOWARD JOHN L 100 GRAINGER PARKWAY LAKE FOREST, IL 60045-5201			Sr. VP and General Counsel	

Signatures

David L. Rawlinson, as attorney-in-fact 02/20/2014

____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).

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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