

GRAINGER W W INC  
Form 4  
February 17, 2017

**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 \*  
Macpherson Donald G

(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)  
02/15/2017

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)  
Chief Executive Officer

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	02/15/2017		A		947 A \$ 0	25,136	D
Common Stock	02/15/2017		F		293 D \$ 232.25	24,843	D
Common Stock	02/15/2017		A		3,894 A \$ 0	28,737	D
Common Stock	02/15/2017		F		1,290 D \$ 232.25	27,447	D

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

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(9-02)

**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 Value of Underlying Securities (Instr. 3 and 4)
Stock Option	\$ 108.15					Date Exercisable: 04/28/2013 Expiration Date: 04/27/2020	Common Stock	Amount or Number of Shares: 26,000
Stock Option	\$ 149.02					Date Exercisable: 04/27/2014 Expiration Date: 04/26/2021	Common Stock	Amount or Number of Shares: 24,876
Stock Option	\$ 204.01					Date Exercisable: 04/25/2015 Expiration Date: 04/24/2022	Common Stock	Amount or Number of Shares: 16,923
Stock Option	\$ 245.86					Date Exercisable: 04/24/2016 Expiration Date: 04/23/2023	Common Stock	Amount or Number of Shares: 15,741
Stock Option	\$ 248.22					Date Exercisable: 04/30/2017 Expiration Date: 04/29/2024	Common Stock	Amount or Number of Shares: 12,266
Stock Option	\$ 231.88					Date Exercisable: 04/01/2018 Expiration Date: 03/31/2025	Common Stock	Amount or Number of Shares: 14,380
Stock Option	\$ 234.38					Date Exercisable: 04/01/2019 Expiration Date: 03/31/2026	Common Stock	Amount or Number of Shares: 23,827

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Macpherson Donald G 100 GRAINGER PARKWAY LAKE FOREST, IL 60045	X		Chief Executive Officer	

## Signatures

Hugo Dubovoy, Jr., as  
attorney-in-fact

02/17/2017

\_\_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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