

GRAINGER W W INC  
Form 4  
December 22, 2004

**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 \*  
WEBB JANIECE S

(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)  
12/21/2004

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)
			Code	V	Amount or Price		
Common Stock	12/21/2004		M		2,200 A \$ 37.25	13,502	D
Common Stock	12/21/2004		M		1,860 A \$ 48.625	15,362	D
Common Stock	12/21/2004		M		2,070 A \$ 43.5	17,432	D
Common Stock	12/21/2004		M		2,400 A \$ 37.5	19,832	D
Common Stock	12/21/2004		M		1,980 A \$ 45.5	21,812	D
	12/21/2004		S		10,510 D \$ 66.18	11,302	D

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Common  
Stock

Common  
Stock

350

I

See  
Footnote  
(1)

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 (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
Stock units	<u>(2)</u>					<u>(3)</u> <u>(3)</u>	Common Stock	5,243
Stock Option	\$ 37.25	12/21/2004		M	2,200	04/30/2000    04/29/2007	Common Stock	2,200
Stock Option	\$ 51.6875					04/29/2001    04/28/2008	Common Stock	1,460
Stock Option	\$ 48.625	12/21/2004		M	1,860	04/28/1999    04/27/2009	Common Stock	1,860
Stock Option	\$ 43.5	12/21/2004		M	2,070	04/26/2000    04/25/2010	Common Stock	2,070
Stock Option	\$ 37.5	12/21/2004		M	2,400	04/25/2001    04/24/2011	Common Stock	2,400
Stock Option	\$ 54.61					04/24/2002    04/23/2012	Common Stock	1,650
Stock Option	\$ 45.5	12/21/2004		M	1,980	04/30/2003    04/29/2013	Common Stock	1,980
Stock Option	\$ 54.14					04/28/2004    04/27/2014	Common Stock	1,670

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WEBB JANIECE S 100 GRAINGER PARKWAY LAKE FOREST, IL 60045-5201	X			

## Signatures

L. M. Trusdell, as  
attorney-in-fact

12/22/2004

\_\_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 spouse. Ms. Webb disclaims beneficial ownership of such shares.
- (2) 1-for-1
- (3) The stock units are expected to settle in cash following termination of service as a director.

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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