

GRAINGER W W INC  
Form 4  
September 16, 2011

**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 \*  
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)  
09/15/2011

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  | (A) or (D)   | Price   |
| Common Stock                    | 09/15/2011                           |  | M                              |   | 12,000  | A  | \$ 54.14  |
| Common Stock                    | 09/15/2011                           |  | S                              |   | 100   | D  | \$ 159.38   |
| Common Stock                    | 09/15/2011                           |  | S                              |   | 810   | D  | \$ 159.42   |
| Common Stock                    | 09/15/2011                           |  | S                              |   | 101   | D  | \$ 159.4218   |
| Common Stock                    | 09/15/2011                           |  | S                              |   | 100   | D  | \$ 159.422  |

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|              |            |   |     |   |            |        |   |
|--------------|------------|---|-----|---|------------|--------|---|
| Common Stock | 09/15/2011 | S | 90  | D | \$ 159.43  | 53,184 | D |
| Common Stock | 09/15/2011 | S | 400 | D | \$ 159.502 | 52,784 | D |
| Common Stock | 09/15/2011 | S | 295 | D | \$ 159.51  | 52,489 | D |
| Common Stock | 09/15/2011 | S | 405 | D | \$ 159.53  | 52,084 | D |
| Common Stock | 09/15/2011 | S | 100 | D | \$ 159.532 | 51,984 | D |
| Common Stock | 09/15/2011 | S | 100 | D | \$ 159.595 | 51,884 | D |
| Common Stock | 09/15/2011 | S | 100 | D | \$ 159.611 | 51,784 | D |
| Common Stock | 09/15/2011 | S | 300 | D | \$ 159.64  | 51,484 | D |
| Common Stock | 09/15/2011 | S | 100 | D | \$ 159.65  | 51,384 | D |
| Common Stock | 09/15/2011 | S | 200 | D | \$ 159.66  | 51,184 | D |
| Common Stock | 09/15/2011 | S | 400 | D | \$ 159.67  | 50,784 | D |
| Common Stock | 09/15/2011 | S | 81  | D | \$ 159.69  | 50,703 | D |
| Common Stock | 09/15/2011 | S | 100 | D | \$ 159.72  | 50,603 | D |
| Common Stock | 09/15/2011 | S | 400 | D | \$ 159.73  | 50,203 | D |
| Common Stock | 09/15/2011 | S | 200 | D | \$ 159.735 | 50,003 | D |
| Common Stock | 09/15/2011 | S | 100 | D | \$ 159.74  | 49,903 | D |
| Common Stock | 09/15/2011 | S | 200 | D | \$ 159.745 | 49,703 | 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)**



**Remarks:**

This is the first of three Forms 4 to report all September 15, 2011 transactions for the reporting person.

Exhibit List: Exhibit 24 - Power of Attorney

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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