

Pulick Michael A
Form 4
March 07, 2013

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 *
Pulick Michael A

(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)
03/06/2013

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)
Senior Vice President

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 | 03/06/2013 | | S | | 200 | D | \$ 230.29 54,821 |
| Common Stock | 03/06/2013 | | S | | 400 | D | \$ 230.3 54,421 |
| Common Stock | 03/06/2013 | | S | | 100 | D | \$ 230.31 54,321 |
| Common Stock | 03/06/2013 | | S | | 200 | D | \$ 230.32 54,121 |
| Common Stock | 03/06/2013 | | S | | 700 | D | \$ 230.33 53,421 |

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| | | | | | | | |
|--------------|------------|---|-------|---|------------|--------|---|
| Common Stock | 03/06/2013 | S | 1,000 | D | \$ 230.34 | 52,421 | D |
| Common Stock | 03/06/2013 | S | 785 | D | \$ 230.35 | 51,636 | D |
| Common Stock | 03/06/2013 | S | 100 | D | \$ 230.36 | 51,536 | D |
| Common Stock | 03/06/2013 | S | 100 | D | \$ 230.37 | 51,436 | D |
| Common Stock | 03/06/2013 | S | 400 | D | \$ 230.38 | 51,036 | D |
| Common Stock | 03/06/2013 | S | 100 | D | \$ 230.39 | 50,936 | D |
| Common Stock | 03/06/2013 | S | 100 | D | \$ 230.395 | 50,836 | D |
| Common Stock | 03/06/2013 | S | 200 | D | \$ 230.4 | 50,636 | D |
| Common Stock | 03/06/2013 | S | 500 | D | \$ 230.41 | 50,136 | D |
| Common Stock | 03/06/2013 | S | 200 | D | \$ 230.42 | 49,936 | D |
| Common Stock | 03/06/2013 | S | 100 | D | \$ 230.43 | 49,836 | D |
| Common Stock | 03/06/2013 | S | 400 | D | \$ 230.45 | 49,436 | D |
| Common Stock | 03/06/2013 | S | 100 | D | \$ 230.46 | 49,336 | D |
| Common Stock | 03/06/2013 | S | 100 | D | \$ 230.49 | 49,236 | D |
| Common Stock | 03/06/2013 | S | 399 | D | \$ 230.51 | 48,837 | 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 | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned |
|--|------------------------------------|--------------------------------------|--|--------------------------------|-------------------------|--|--|--|---|
|--|------------------------------------|--------------------------------------|--|--------------------------------|-------------------------|--|--|--|---|

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| | | | |
|------------------------|---|------------------|---|
| Derivative Security | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Instr. 3 and 4) | Own Follo Repo Trans (Instr |
| | Code V (A) (D) Date | Expiration Date | Title |
| | | Exercisable | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Pulick Michael A 100 GRAINGER PARKWAY LAKE FOREST, IL 60045-5201 | | | Senior Vice President | |

Signatures

David L. Rawlinson, as attorney-in-fact 03/07/2013

__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).

Remarks:

This is the second of seven Forms 4 to report all March 6, 2013 transactions for the reporting person.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.