

CARRUTHERS COURT D

Form 4

April 23, 2013

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
CARRUTHERS COURT D

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

100 GRAINGER PARKWAY

04/19/2013

Sr. Vice President

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

LAKE FOREST, IL 60045-5201

(City) (State) (Zip)

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 or Price		
Common Stock	04/19/2013		M ⁽¹⁾		5,000 A \$ 81.49	32,900	D
Common Stock	04/19/2013		S ⁽¹⁾		200 D \$ 239	32,700	D
Common Stock	04/19/2013		S ⁽¹⁾		200 D \$ 239.02	32,500	D
Common Stock	04/19/2013		S ⁽¹⁾		200 D \$ 239.03	32,300	D
Common Stock	04/19/2013		S ⁽¹⁾		100 D \$ 239.1	32,200	D

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Common Stock	04/19/2013	S ⁽¹⁾	200	D	\$ 239.11	32,000	D
Common Stock	04/19/2013	S ⁽¹⁾	100	D	\$ 239.16	31,900	D
Common Stock	04/19/2013	S ⁽¹⁾	100	D	\$ 239.46	31,800	D
Common Stock	04/19/2013	S ⁽¹⁾	100	D	\$ 239.48	31,700	D
Common Stock	04/19/2013	S ⁽¹⁾	100	D	\$ 239.51	31,600	D
Common Stock	04/19/2013	S ⁽¹⁾	100	D	\$ 239.61	31,500	D
Common Stock	04/19/2013	S ⁽¹⁾	400	D	\$ 239.66	31,100	D
Common Stock	04/19/2013	S ⁽¹⁾	84	D	\$ 239.76	31,016	D
Common Stock	04/19/2013	S ⁽¹⁾	100	D	\$ 239.79	30,916	D
Common Stock	04/19/2013	S ⁽¹⁾	100	D	\$ 239.81	30,816	D
Common Stock	04/19/2013	S ⁽¹⁾	300	D	\$ 239.84	30,516	D
Common Stock	04/19/2013	S ⁽¹⁾	100	D	\$ 240.17	30,416	D
Common Stock	04/19/2013	S ⁽¹⁾	200	D	\$ 240.25	30,216	D
Common Stock	04/19/2013	S ⁽¹⁾	100	D	\$ 240.36	30,116	D
Common Stock	04/19/2013	S ⁽¹⁾	200	D	\$ 240.39	29,916	D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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 Securities Acquired	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. (Instr. 3 and 4)
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Derivative Security			(A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
			Code	V				
Option	\$ 81.49	04/19/2013	M ⁽¹⁾		04/29/2012	04/28/2019	Common Stock	5,000
Option	\$ 108.15				04/28/2013	04/27/2020	Common Stock	29,000
Option	\$ 149.02				04/27/2014	04/26/2021	Common Stock	24,876
Option	\$ 204.01				04/25/2015	04/24/2022	Common Stock	16,923

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CARRUTHERS COURT D 100 GRAINGER PARKWAY LAKE FOREST, IL 60045-5201			Sr. Vice President	

Signatures

David L. Rawlinson, as attorney-in-fact
 04/22/2013
 **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).
- (1) Sale pursuant to a previously adopted Rule 10b5-1 trading program.

Remarks:

This is the first of two Forms 4 to report all 4/19/2013 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.