Edgar Filing: LEVENICK STUART L - Form 4

LEVENICK STUART L								
Form 4								
April 24, 2013								
FORM 4 UNITED STA	TES SECURITIES AND E Washington, D.C. 1		COMMISSION		9PROVAL 3235-0287			
Section 16.		NERSHIP OF	Expires: Estimated a burden hou	irs per				
obligations may continue Section 17(a) of	t to Section 16(a) of the Secu the Public Utility Holding C 0(h) of the Investment Comp	ompany Act o	of 1935 or Section	response n	0.5			
(Print or Type Responses)								
1. Name and Address of Reporting Person LEVENICK STUART L	 ⁿ [*] 2. Issuer Name and Ticker Symbol GRAINGER W W INC 	-	5. Relationship of Reporting Person(s) to Issuer					
(Last) (First) (Middle			(Check all applicable)					
100 GRAINGER PARKWAY	(Month/Day/Year) 04/24/2013	(Month/Day/Year)			XDirector10% Owner Officer (give titleOther (specify below)below)			
(Street)	4. If Amendment, Date Origi Filed(Month/Day/Year)	lf Amendment, Date Original ed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
LAKE FOREST, IL 60045-5201			Form filed by M Person	fore than One Re	eporting			
(City) (State) (Zip)	Table I - Non-Derivati	ve Securities Ac	quired, Disposed of	f, or Beneficial	lly Owned			
(Instr. 3) any	ecution Date, if TransactionAcqu Code Dispo onth/Day/Year) (Instr. 8) (Instr	sed of (D) 3, 4 and 5) (A) or	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
Common Stock	Code V Amo	int (D) Price		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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
 (e.g., puts, calls, warrants, options, convertible securities)

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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. Transac Code (Instr. 8		Derivative		Derivative Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,		ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price o Derivativ Security (Instr. 5)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
Stock Units	<u>(1)</u>	04/24/2013		А		630		(2)	(2)	Common Stock	630	\$ 245.8	

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
LEVENICK STUART L 100 GRAINGER PARKWAY LAKE FOREST, IL 60045-5201	Х							
Signatures								
David L. Rawlinson, as attorney-in-fact		04/24/201	3					
** 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) 1-for-1

(2) The stock units are expected to settle in shares of common stock on a one-for-one basis 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. 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.