

GRAINGER W W INC
Form 4
October 17, 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

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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

(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)
10/16/2013

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)
Sr. 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 Ownership (Instr. 4)	
			Code	V	Amount	Price		
Common Stock	10/16/2013		M ⁽¹⁾		5,000	\$ 81.49	27,952	D
Common Stock	10/16/2013		S ⁽¹⁾		200	\$ 253.25	27,752	D
Common Stock	10/16/2013		S ⁽¹⁾		100	\$ 253.32	27,652	D
Common Stock	10/16/2013		S ⁽¹⁾		100	\$ 253.36	27,552	D
Common Stock	10/16/2013		S ⁽¹⁾		100	\$ 253.56	27,452	D

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Common Stock	10/16/2013	<u>S(1)</u>	300	D	\$ 253.83	27,152	D
Common Stock	10/16/2013	<u>S(1)</u>	100	D	\$ 253.95	27,052	D
Common Stock	10/16/2013	<u>S(1)</u>	450	D	\$ 254	26,602	D
Common Stock	10/16/2013	<u>S(1)</u>	500	D	\$ 254.05	26,102	D
Common Stock	10/16/2013	<u>S(1)</u>	100	D	\$ 254.77	26,002	D
Common Stock	10/16/2013	<u>S(1)</u>	250	D	\$ 254.78	25,752	D
Common Stock	10/16/2013	<u>S(1)</u>	200	D	\$ 254.87	25,552	D
Common Stock	10/16/2013	<u>S(1)</u>	100	D	\$ 254.92	25,452	D
Common Stock	10/16/2013	<u>S(1)</u>	400	D	\$ 254.98	25,052	D
Common Stock	10/16/2013	<u>S(1)</u>	200	D	\$ 255.05	24,852	D
Common Stock	10/16/2013	<u>S(1)</u>	100	D	\$ 255.63	24,752	D
Common Stock	10/16/2013	<u>S(1)</u>	100	D	\$ 255.99	24,652	D
Common Stock	10/16/2013	<u>S(1)</u>	100	D	\$ 256	24,552	D
Common Stock	10/16/2013	<u>S(1)</u>	80	D	\$ 256.34	24,472	D
Common Stock	10/16/2013	<u>S(1)</u>	100	D	\$ 256.35	24,372	D
Common Stock	10/16/2013	<u>S(1)</u>	20	D	\$ 256.5	24,352	D
Common Stock	10/16/2013	<u>S(1)</u>	300	D	\$ 256.84	24,052	D
Common Stock	10/16/2013	<u>S(1)</u>	100	D	\$ 256.85	23,952	D
Common Stock	10/16/2013	<u>S(1)</u>	1,000	D	\$ 257.45	22,952	D

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

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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 Acquired (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)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 81.49	10/16/2013		M ⁽¹⁾	5,000	04/29/2012	04/28/2019			Common Stock	5,000
Stock Option	\$ 108.15					04/28/2013	04/27/2020			Common Stock	29,000
Stock Option	\$ 149.02					04/27/2014	04/26/2021			Common Stock	24,876
Stock Option	\$ 204.01					04/25/2015	04/24/2022			Common Stock	16,923
Stock Option	\$ 245.86					04/24/2016	04/23/2023			Common Stock	15,741

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
10/17/2013
 **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) Transaction pursuant to a previously adopted Rule 10b5-1 trading program.

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