

GRAINGER W W INC
Form 4
July 23, 2015

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 *
JADIN RONALD L

(Last) (First) (Middle)

100 GRAINGER PARKWAY

(Street)

LAKE FOREST, IL 60045

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
06/18/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
__X__ Officer (give title below) ___ Other (specify below)

Sr. VP & Chief Financial Off

6. Individual or Joint/Group Filing (Check Applicable Line)
__X__ 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)
				(A) or (D)	Price		
Common Stock	06/18/2015		G ⁽¹⁾	V 180 D	\$ 0	19,237	D
Common Stock	07/22/2015		M ⁽²⁾	3,200 A	\$ 83.08	22,437	D
Common Stock	07/22/2015		M ⁽²⁾	200 A	\$ 85.82	22,637	D
Common Stock	07/22/2015		S ⁽²⁾	100 D	\$ 228.05	22,537	D
Common Stock	07/22/2015		S ⁽²⁾	300 D	\$ 228.06	22,237	D

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Common Stock	07/22/2015	<u>S(2)</u>	200	D	\$ 228.13	22,037	D
Common Stock	07/22/2015	<u>S(2)</u>	200	D	\$ 228.31	21,837	D
Common Stock	07/22/2015	<u>S(2)</u>	300	D	\$ 228.32	21,537	D
Common Stock	07/22/2015	<u>S(2)</u>	225	D	\$ 228.33	21,312	D
Common Stock	07/22/2015	<u>S(2)</u>	200	D	\$ 228.36	21,112	D
Common Stock	07/22/2015	<u>S(2)</u>	100	D	\$ 228.41	21,012	D
Common Stock	07/22/2015	<u>S(2)</u>	200	D	\$ 228.44	20,812	D
Common Stock	07/22/2015	<u>S(2)</u>	150	D	\$ 228.81	20,662	D
Common Stock	07/22/2015	<u>S(2)</u>	100	D	\$ 228.94	20,562	D
Common Stock	07/22/2015	<u>S(2)</u>	100	D	\$ 229.05	20,462	D
Common Stock	07/22/2015	<u>S(2)</u>	100	D	\$ 229.12	20,362	D
Common Stock	07/22/2015	<u>S(2)</u>	200	D	\$ 229.19	20,162	D
Common Stock	07/22/2015	<u>S(2)</u>	100	D	\$ 229.22	20,062	D
Common Stock	07/22/2015	<u>S(2)</u>	100	D	\$ 229.29	19,962	D
Common Stock	07/22/2015	<u>S(2)</u>	100	D	\$ 229.32	19,862	D
Common Stock	07/22/2015	<u>S(2)</u>	15	D	\$ 229.41	19,847	D
Common Stock	07/22/2015	<u>S(2)</u>	100	D	\$ 229.46	19,747	D
Common Stock	07/22/2015	<u>S(2)</u>	100	D	\$ 229.51	19,647	D
Common Stock	07/22/2015	<u>S(2)</u>	100	D	\$ 229.55	19,547	D
Common Stock	07/22/2015	<u>S(2)</u>	110	D	\$ 229.58	19,437	D
	07/22/2015	<u>S(2)</u>	200	D	\$ 230	19,237	D

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Common
Stock

Common
Stock

5,936

I

By wife.
(3)

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)	8. Amount or Number of Shares
Stock Option	\$ 83.08	07/22/2015		M ⁽²⁾	3,200	04/25/2010 04/24/2017	Common Stock	3,200
Stock Option	\$ 85.82	07/22/2015		M ⁽²⁾	200	04/30/2011 04/29/2018	Common Stock	200
Stock Option	\$ 81.49					04/29/2012 04/28/2019	Common Stock	30,000
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	25,336
Stock Option	\$ 204.01					04/25/2015 04/24/2022	Common Stock	19,527
Stock Option	\$ 245.86					04/24/2016 04/23/2023	Common Stock	16,790
Stock Option	\$ 248.22					04/30/2017 04/29/2024	Common Stock	13,084
Stock Option	\$ 231.88					04/01/2018 03/31/2025	Common Stock	15,226

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JADIN RONALD L 100 GRAINGER PARKWAY LAKE FOREST, IL 60045			Sr. VP & Chief Financial Off	

Signatures

Aimee M. Nolan, as
attorney-in-fact

07/23/2015

__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) Disposition by gift.
- (2) Transaction pursuant to a previously adopted Rule 10b5-1 trading program.
- (3) Shares held by Mr. Jadin's wife. Mr. Jadin disclaims beneficial ownership of such shares.

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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