

GRAINGER W W INC  
Form S-8 POS  
April 27, 2005

As filed with the Securities and Exchange Commission on April 27, 2005

File No. 333-

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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POST-EFFECTIVE AMENDMENT NO. 1 TO  
FORM S-8  
REGISTRATION STATEMENT  
Under  
THE SECURITIES ACT OF 1933

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**W.W. GRAINGER, INC.**  
(Exact Name of Registrant as Specified in its Charter)

Illinois  
(State or Other Jurisdiction)  
of Incorporation or Organization

36-1150280  
(I.R.S. Employer Identification No.)

100 Grainger Parkway  
Lake Forest, Illinois  
(Address of Principal Executive Offices)

60045-5201  
(Zip Code)

**W.W. Grainger, Inc.**  
**2005 Incentive Plan**  
(Full Title of the Plan)

John L. Howard  
General Counsel  
W.W. Grainger, Inc.  
100 Grainger Parkway  
Lake Forest, Illinois 60045-5201  
(Name and Address of Agent For Service)

(847) 535-1000  
(Telephone Number, Including Area Code, of Agent For Service)

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**EXPLANATORY NOTE**

This Post-Effective Amendment No. 1 to Form S-8 Registration Statement ( Amendment ) is being filed solely in order to include a corrected form of Consent of Grant Thornton LLP. The corrected form of Consent is attached as Exhibit 23.1 to this Amendment.

**PART II**

**Item 8. Exhibits**

<u>Exhibit</u>	<u>Description</u>
23.1	Corrected form of Consent of Grant Thornton LLP

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to Form S-8 Registration Statement ( Amendment ) to be signed on its behalf by the undersigned, thereunto duly authorized, in Lake Forest, Illinois, on the 27th day of April, 2005.

W.W. GRAINGER, INC.

By: /s/ John L. Howard  
John L. Howard  
Senior Vice President  
and General Counsel

Pursuant to the requirements of the Securities Act of 1933, this Amendment has been signed below by the following persons in the capacities on April 27, 2005.

          \*  
R. L. Keyser  
Chairman of the Board and  
Chief Executive Officer  
(Principal Executive Officer  
and a Director)

          \*  
John W. McCarter, Jr.  
Director

          \*  
P. O. Loux  
Senior Vice President, Finance  
and Chief Financial Officer  
(Principal Financial Officer)

          \*  
Neil S. Novich  
Director

          \*  
J. E. Andringa  
Vice President and Contoller  
(Principal Accounting Officer)

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Gary L. Rogers  
Director

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Brian P. Anderson  
Director

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James D. Slavik  
Director

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Wilbur H. Gantz  
Director

\*By: /s/ John L.Howard  
John L. Howard  
Attorney-in-Fact