

GRAINGER W W INC

Form 4

June 05, 2015

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(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

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
06/04/2015

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 & Group President

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	06/04/2015		S ⁽¹⁾		100	D	\$ 239.4	39,563	D
Common Stock	06/04/2015		S ⁽¹⁾		100	D	\$ 239.42	39,463	D
Common Stock	06/04/2015		S ⁽¹⁾		400	D	\$ 239.4225	39,063	D
Common Stock	06/04/2015		S ⁽¹⁾		100	D	\$ 239.44	38,963	D
Common Stock	06/04/2015		S ⁽¹⁾		100	D	\$ 239.4786	38,863	D

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Common Stock	06/04/2015	<u>S⁽¹⁾</u>	200	D	\$ 239.5	38,663	D
Common Stock	06/04/2015	<u>S⁽¹⁾</u>	200	D	\$ 239.5055	38,463	D
Common Stock	06/04/2015	<u>S⁽¹⁾</u>	100	D	\$ 239.51	38,363	D
Common Stock	06/04/2015	<u>S⁽¹⁾</u>	200	D	\$ 239.52	38,163	D
Common Stock	06/04/2015	<u>S⁽¹⁾</u>	400	D	\$ 239.55	37,763	D
Common Stock	06/04/2015	<u>S⁽¹⁾</u>	100	D	\$ 239.58	37,663	D
Common Stock	06/04/2015	<u>S⁽¹⁾</u>	500	D	\$ 239.5815	37,163	D
Common Stock	06/04/2015	<u>S⁽¹⁾</u>	100	D	\$ 239.6028	37,063	D
Common Stock	06/04/2015	<u>S⁽¹⁾</u>	200	D	\$ 239.6083	36,863	D
Common Stock	06/04/2015	<u>S⁽¹⁾</u>	300	D	\$ 239.62	36,563	D
Common Stock	06/04/2015	<u>S⁽¹⁾</u>	200	D	\$ 239.6474	36,363	D
Common Stock	06/04/2015	<u>S⁽¹⁾</u>	200	D	\$ 239.65	36,163	D
Common Stock	06/04/2015	<u>S⁽¹⁾</u>	100	D	\$ 239.7162	36,063	D
Common Stock	06/04/2015	<u>S⁽¹⁾</u>	229	D	\$ 239.74	35,834	D
Common Stock	06/04/2015	<u>S⁽¹⁾</u>	100	D	\$ 239.75	35,734	D
Common Stock	06/04/2015	<u>S⁽¹⁾</u>	200	D	\$ 239.78	35,534	D
Common Stock	06/04/2015	<u>S⁽¹⁾</u>	100	D	\$ 239.9145	35,434	D
Common Stock	06/04/2015	<u>S⁽¹⁾</u>	100	D	\$ 239.92	35,334	D
Common Stock	06/04/2015	<u>S⁽¹⁾</u>	200	D	\$ 240.01	35,134	D
Common Stock	06/04/2015	<u>S⁽¹⁾</u>	200	D	\$ 240.02	34,934	D
	06/04/2015	<u>S⁽¹⁾</u>	100	D	\$ 240.04	34,834	D

Common
Stock

Common Stock	06/04/2015	S ⁽¹⁾	200	D	\$ 240.05	34,634	D
Common Stock	06/04/2015	S ⁽¹⁾	131	D	\$ 240.06	34,503	D
Common Stock	06/04/2015	S ⁽¹⁾	250	D	\$ 240.07	34,253	D
Common Stock	06/04/2015	S ⁽¹⁾	100	D	\$ 240.0915	34,153	D

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

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(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 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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Report Trans (Instr.
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

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

Signatures

Aimee M. Nolan, as attorney-in-fact	06/05/2015
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__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.

Remarks:

This is the second of four Forms 4 to report all June 4, 2015 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.