

GRAINGER W W INC
Form 4
June 16, 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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Macpherson Donald G

(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)
06/15/2015

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	06/15/2015		M ⁽¹⁾		3,000	A	\$ 108.15	26,210	D
Common Stock	06/15/2015		S ⁽¹⁾		100	D	\$ 234.58	26,110	D
Common Stock	06/15/2015		S ⁽¹⁾		200	D	\$ 234.73	25,910	D
Common Stock	06/15/2015		S ⁽¹⁾		200	D	\$ 234.74	25,710	D
Common Stock	06/15/2015		S ⁽¹⁾		100	D	\$ 234.77	25,610	D

Edgar Filing: GRAINGER W W INC - Form 4

Common Stock	06/15/2015	<u>S(1)</u>	100	D	\$ 235.08	25,510	D
Common Stock	06/15/2015	<u>S(1)</u>	100	D	\$ 235.1	25,410	D
Common Stock	06/15/2015	<u>S(1)</u>	100	D	\$ 235.16	25,310	D
Common Stock	06/15/2015	<u>S(1)</u>	100	D	\$ 235.25	25,210	D
Common Stock	06/15/2015	<u>S(1)</u>	100	D	\$ 235.2797	25,110	D
Common Stock	06/15/2015	<u>S(1)</u>	100	D	\$ 235.28	25,010	D
Common Stock	06/15/2015	<u>S(1)</u>	100	D	\$ 235.33	24,910	D
Common Stock	06/15/2015	<u>S(1)</u>	100	D	\$ 235.51	24,810	D
Common Stock	06/15/2015	<u>S(1)</u>	100	D	\$ 235.55	24,710	D
Common Stock	06/15/2015	<u>S(1)</u>	96	D	\$ 235.58	24,614	D
Common Stock	06/15/2015	<u>S(1)</u>	100	D	\$ 235.71	24,514	D
Common Stock	06/15/2015	<u>S(1)</u>	200	D	\$ 235.85	24,314	D
Common Stock	06/15/2015	<u>S(1)</u>	100	D	\$ 235.8913	24,214	D
Common Stock	06/15/2015	<u>S(1)</u>	100	D	\$ 236.0221	24,114	D
Common Stock	06/15/2015	<u>S(1)</u>	100	D	\$ 236.13	24,014	D
Common Stock	06/15/2015	<u>S(1)</u>	100	D	\$ 236.18	23,914	D
Common Stock	06/15/2015	<u>S(1)</u>	100	D	\$ 236.462	23,814	D
Common Stock	06/15/2015	<u>S(1)</u>	4	D	\$ 236.54	23,810	D
Common Stock	06/15/2015	<u>S(1)</u>	100	D	\$ 236.55	23,710	D
Common Stock	06/15/2015	<u>S(1)</u>	400	D	\$ 236.58	23,310	D
	06/15/2015	<u>S(1)</u>	100	D	\$ 236.68	23,210	D

Common
Stock

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.

SEC 1474
(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. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title		
Stock Option	\$ 108.15	06/15/2015		M ⁽¹⁾	3,000	04/28/2013	04/27/2020	Common Stock		3,000
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
Stock Option	\$ 248.22					04/30/2017	04/29/2024	Common Stock		12,266
Stock Option	\$ 231.88					04/01/2018	03/31/2025	Common Stock		14,380

Reporting Owners

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

Signatures

David L. Rawlinson, as
attorney-in-fact

06/16/2015

__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) Transaction pursuant to a previously adopted Rule 10b5-1 trading program.

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.