

GRAINGER W W INC
Form 8-K
February 11, 2009

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

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported):
February 11, 2009

W.W. Grainger, Inc.
(Exact name of Registrant as Specified in its Charter)

Illinois	1-5684	36-1150280
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

100 Grainger Parkway, Lake Forest, Illinois 60045
(Address of Principal Executive Offices and Zip Code)

(847) 535-1000
(Registrant's Telephone Number, Including Area Code)

Not applicable
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 2.05. Costs Associated with Exit or Disposal of Activities.

On February 11, 2009 W. W. Grainger, Inc. (the "Company") issued a press release announcing the elimination of 300 to 400 jobs across the Company's work force as a result of lower sales volume and the combination of its Lab Safety Supply and Grainger Industrial Supply businesses. One-time cash severance charges of approximately \$15 million to \$20 million are expected to be recognized between now and the end of the calendar year. Severance payments will be paid-out over varying periods. The Company expects the severance charges to be offset by anticipated annualized cost savings of between \$25 million and \$35 million. A copy of the press release is provided as Exhibit 99.1 to this report.

Item 9.01. Financial Statements and Exhibits

(c) Exhibits (numbered in accordance with Item 601 of Regulation S-K).

Exhibit Document Description

No.

99.1 Press release announcing January 2009 sales results and elimination of jobs.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: February 11, 2009

W.W. GRAINGER, INC.

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