

ANDERSON BRIAN P
Form 4
August 04, 2010

FORM 4

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

OMB APPROVAL

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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 *
ANDERSON BRIAN P

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
100 GRAINGER PARKWAY
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/03/2010

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

LAKE FOREST, IL 60045-5201
(City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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)
			Code	V	Amount or Price		
Common Stock	08/03/2010		M		2,400 A \$ 37.5	6,740	D
Common Stock	08/03/2010		S		100 D \$ 113.52	6,640	D
Common Stock	08/03/2010		S		200 D \$ 113.53	6,440	D
Common Stock	08/03/2010		S		200 D \$ 113.54	6,240	D
Common Stock	08/03/2010		S		300 D \$ 113.55	5,940	D
	08/03/2010		S		200 D	5,740	D

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Common Stock					\$				113.56
Common Stock	08/03/2010		S	200	D	\$	5,540		113.57
Common Stock	08/03/2010		S	100	D	\$	5,440		113.58
Common Stock	08/03/2010		S	292	D	\$	5,148		113.59
Common Stock	08/03/2010		S	200	D	\$	4,948		113.64
Common Stock	08/03/2010		S	300	D	\$	4,648		113.66
Common Stock	08/03/2010		S	100	D	\$	4,548		113.68
Common Stock	08/03/2010		S	100	D	\$	4,448		113.71
Common Stock	08/03/2010		S	108	D	\$	4,340		113.76

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 Units	<u>(1)</u>					<u>(2)</u> <u>(2)</u>	Common Stock	10,242
Stock Option	\$ 37.5	08/03/2010		M	2,400	04/25/2001 04/24/2011	Common Stock	2,400
Stock Option	\$ 54.61					04/24/2002 04/23/2012	Common Stock	1,650

Stock Option	\$ 45.5	04/30/2003	04/29/2013	Common Stock	1,980
Stock Option	\$ 54.14	04/28/2004	04/27/2014	Common Stock	1,670

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ANDERSON BRIAN P 100 GRAINGER PARKWAY LAKE FOREST, IL 60045-5201	X			

Signatures

C. L. Kogl, as
attorney-in-fact

08/04/2010

__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) 1-for-1

(2) The stock units are expected to settle in cash following termination of service as a director.

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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