

GRAINGER W W INC
Form SC 13G/A
February 06, 2015

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 13G**

Under the Securities Exchange Act of 1934
(Amendment No. 8)

W.W. GRAINGER, INC.

(Name of Issuer)

Common Stock (par value \$.50 per share)

(Title of Class of Securities)

384802-10-4

(CUSIP Number)

December 31, 2014

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

CUSIP No. 384802-10-4

Names of Reporting Persons.
I.R.S. Identification Nos. of above
persons (entities only)

1.

James D. Slavik

Check the Appropriate Box if a
Member of a Group (a) 0

2.

(See Instructions) (b) p

SEC Use Only

3.

Citizenship or Place of
Organization

4.

USA

Sole Voting Power

5.
Number of 2,956,925

Shares Shared Voting Power

Beneficially 6.
874,328

Owned by Sole Dispositive Power

Each 7.
1,321,165

Reporting Shared Dispositive Power

Person With 8.
2,510,088

9. Aggregate Amount Beneficially
Owned by Each Reporting Person

3,831,253

Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

10. 1,039,490

Excluded shares are held in trusts for the benefit of Mr. Slavik's adult children who do not share his home and his adult children serve as sole trustees of their trusts.

Percent of Class Represented by Amount in Row (9)

11.

5.62%

Type of Reporting Person (See Instructions)

12.

IN

Item 1.

Name of Issuer

(a)

W.W. GRAINGER, INC.

Address of Issuer's Principal Executive Offices

(b) 100 Grainger Parkway

Lake Forest, Illinois 60045

Item 2.

Name of Person Filing

(a) James D. Slavik

Address of Principal Business Office or, if none, Residence

(b) 100 Bayview Circle, Suite 4500

Newport Beach, California 92660

Citizenship

(c) USA

Title of Class of Securities

(d) Common Stock (par value \$.50 per share)

CUSIP Number

(e)

384802-10-4

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

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- (a) o Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) o Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) o Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) o Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) o An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) o An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);

- (g) o A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h) o A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
A church plan that is excluded from the definition of an
- (i) o investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) o Group, in accordance with §240.13d-1(b)(1)(ii)(J).

Item
4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

Amount beneficially owned:

(a)

3,831,253

Percent of class:

(b)

5.62% (Calculation is based on the number of shares shown to be outstanding as of September 30, 2014 on the Issuer's report on Form 10-Q filed on October 30, 2014)

Number of shares as to which the person has:

(c)

Sole power to vote or to direct the vote

(i)

2,956,925

Shared power to vote or to direct the vote

(ii)

874,328

Sole power to dispose or to direct the disposition of

(iii)

1,321,165

Shared power to dispose or to direct the disposition of

(iv)

2,510,088

Item
5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following ___.

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person

Not applicable.

Item 8. Identification and Classification of Members of the Group

Not applicable.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification

Not applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 5, 2015
Date

/s/ James D. Slavik
Signature

James D. Slavik
Name