

GRAINGER W W INC
Form 4
June 11, 2014

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 60045-5201

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
06/09/2014

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. Vice 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	06/09/2014		S ⁽¹⁾		200	D	\$ 267.12 33,400
Common Stock	06/09/2014		S ⁽¹⁾		85	D	\$ 267.13 33,315
Common Stock	06/09/2014		S ⁽¹⁾		500	D	\$ 267.14 32,815
Common Stock	06/09/2014		S ⁽¹⁾		300	D	\$ 267.15 32,515
Common Stock	06/09/2014		S ⁽¹⁾		67	D	\$ 267.16 32,448

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Common Stock	06/09/2014	<u>S(1)</u>	100	D	\$ 267.1793	32,348	D
Common Stock	06/09/2014	<u>S(1)</u>	100	D	\$ 267.21	32,248	D
Common Stock	06/09/2014	<u>S(1)</u>	70	D	\$ 267.24	32,178	D
Common Stock	06/09/2014	<u>S(1)</u>	436	D	\$ 267.25	31,742	D
Common Stock	06/09/2014	<u>S(1)</u>	200	D	\$ 267.26	31,542	D
Common Stock	06/09/2014	<u>S(1)</u>	272	D	\$ 267.27	31,270	D
Common Stock	06/09/2014	<u>S(1)</u>	100	D	\$ 267.28	31,170	D
Common Stock	06/09/2014	<u>S(1)</u>	100	D	\$ 267.33	31,070	D
Common Stock	06/09/2014	<u>S(1)</u>	400	D	\$ 267.35	30,670	D
Common Stock	06/09/2014	<u>S(1)</u>	200	D	\$ 267.37	30,470	D
Common Stock	06/09/2014	<u>S(1)</u>	100	D	\$ 267.39	30,370	D
Common Stock	06/09/2014	<u>S(1)</u>	300	D	\$ 267.4	30,070	D
Common Stock	06/09/2014	<u>S(1)</u>	300	D	\$ 267.41	29,770	D
Common Stock	06/09/2014	<u>S(1)</u>	100	D	\$ 267.48	29,670	D
Common Stock	06/09/2014	<u>S(1)</u>	185	D	\$ 267.5	29,485	D
Common Stock	06/09/2014	<u>S(1)</u>	200	D	\$ 267.51	29,285	D
Common Stock	06/09/2014	<u>S(1)</u>	100	D	\$ 267.5152	29,185	D
Common Stock	06/09/2014	<u>S(1)</u>	200	D	\$ 267.5171	28,985	D
Common Stock	06/09/2014	<u>S(1)</u>	44	D	\$ 267.52	28,941	D
Common Stock	06/09/2014	<u>S(1)</u>	387	D	\$ 267.53	28,554	D
	06/09/2014	<u>S(1)</u>	99	D	\$ 267.55	28,455	D

Common
Stock

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 Reported Transaction (Instr. 6)
				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 60045-5201

Sr. Vice President

Signatures

David L. Rawlinson, as
attorney-in-fact

06/10/2014

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

Remarks:

This is the second of four Forms 4 to report all June 9, 2014 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.

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